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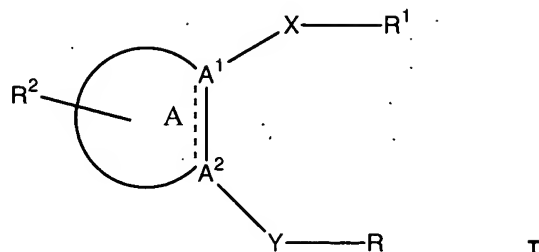
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WHAT IS CLAIMED IS:

1. A compound of formula I

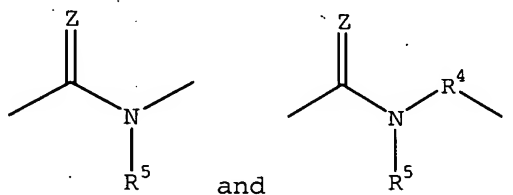


wherein each of A<sup>1</sup> and A<sup>2</sup> is independently C, or N;

wherein ring A is selected from

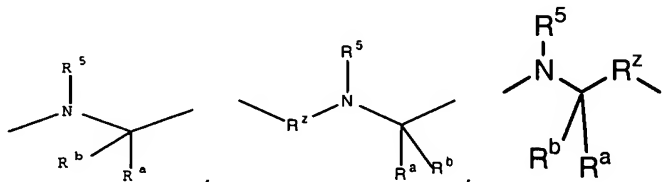
- a) 5- or 6-membered partially saturated heterocyclyl,
- b) 5- or 6-membered heteroaryl,
- c) 9- or 10-membered fused partially saturated heterocyclyl,
- d) 9-, 10- or 11-membered fused heteroaryl;
- e) naphthyl, and
- f) 4-, 5- or 6- membered cycloalkenyl;

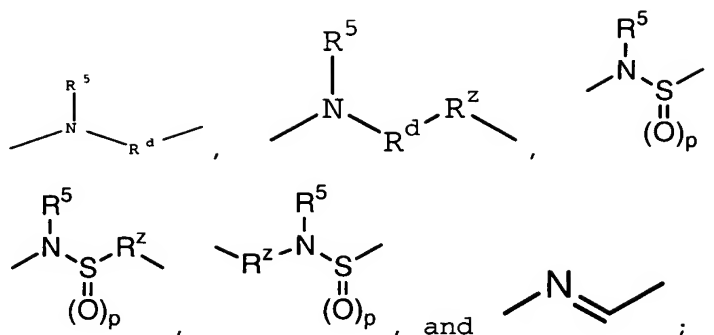
wherein X is selected from



wherein Z is oxygen or sulfur;

wherein Y is selected from





wherein  $p$  is 0 to 2,

wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,

5 cyano, -NHR<sup>6</sup> and C<sub>1-4</sub>-alkyl substituted with R<sup>2</sup>, or wherein  
R<sup>a</sup> and R<sup>b</sup> together form C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

wherein R<sup>2</sup> is selected from C<sub>1</sub>-C<sub>4</sub> alkylenyl, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-;

10 wherein R<sup>d</sup> is cycloalkyl;

wherein R is selected from

a) substituted or unsubstituted 5-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-, 10- or 11-  
15 membered heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-SO_2R^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with  $R^2$ , cyano, nitro, lower alkenyl and lower alkynyl;

wherein  $R^1$  is selected from

a) substituted or unsubstituted 6-10 membered aryl,

25      b) substituted or unsubstituted 5-6 membered  
heterocyclcyl,

c) substituted or unsubstituted 9-11 membered fused heterocyclyl,

d) cycloalkyl, and

e) cycloalkenyl,

wherein substituted  $R^1$  is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-NH(C_1-C_4$  alkylenyl $R^{14})$ ,  $-SO_2R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with  $R^2$ , cyano, nitro, lower alkenyl and lower alkynyl;

wherein  $R^2$  is one or more substituents independently selected from H, halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-CO_2R^3$ ,  $-COR^3$ ,  $-CONR^3R^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein  $R^3$  is independently selected from H, lower alkyl, phenyl, 5-6 membered heterocyclyl,  $C_3-C_6$  cycloalkyl, and lower haloalkyl;

wherein  $R^4$  is independently selected from  $C_2-C_4$  alkylenyl,  $C_2-C_4$  alkenylenyl and  $C_2-C_4$  alkynylenyl, where one of the  $CH_2$  groups may be substituted with an oxygen atom or an  $-NH-$ ;

wherein  $R^5$  is selected from H, lower alkyl, phenyl and lower aralkyl; and

wherein  $R^6$  is selected from H or  $C_{1-6}$ -alkyl;

wherein  $R^{14}$  is selected from H, phenyl, 5-6 membered heterocyclyl and  $C_3-C_6$  cycloalkyl;

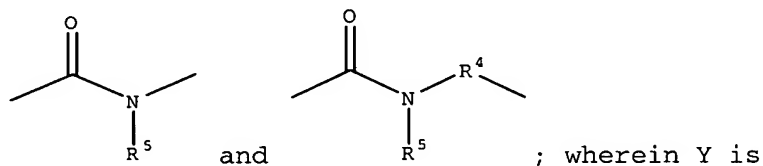
and pharmaceutically acceptable salts thereof;

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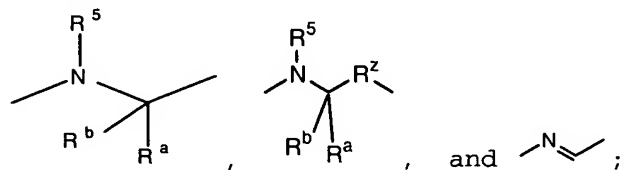
provided A is not naphthyl when X is -C(O)NH- and when R<sup>1</sup> is phenyl when Y is -NHCH<sub>2</sub>- and when R is 4-pyridyl; further provided A is not pyridyl when X is -C(O)NH- and when Y is -NHCH<sub>2</sub>- and when R is 4-pyridylpiperidin-4-yl, 1-tertbutylpiperidin-4-yl, 1-isopropylpiperidin-4-yl or 1-cycloalkylpiperidin-4-yl; further provided A is not pyridyl when X is -C(O)NH- and when R<sup>1</sup> is 4-[3-(3-pyridyl)-5-(trifluoromethyl)-1H-pyrazol-1-yl]phenyl when Y is -NHCH<sub>2</sub>- and when R is 4-pyridyl; and further provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl when Y is -NHCH<sub>2</sub>-.

2. Compound of Claim 1, and pharmaceutically acceptable salts thereof, wherein A is selected from 5- or 6- membered partially saturated heterocyclyl.

3. Compound of Claim 2, and pharmaceutically acceptable salts thereof, wherein A is selected from dihydropyran, dihydrothienyl, dihydrofuryl, oxo-dihydrofuryl, pyrrolinyl, dihydrothiazolyl, dihydro-oxazolyl, dihydro-isothiazolyl, dihydro-isoxazolyl, imidazolynyl and pyrazolynyl; wherein X is selected from



selected from



wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo, cyano, and C<sub>1-2</sub>-alkyl substituted with R<sup>2</sup>, or wherein R<sup>a</sup> and R<sup>b</sup> together form C<sub>3</sub>-C<sub>4</sub> cycloalkyl; wherein R<sup>2</sup> is C<sub>1</sub>-C<sub>2</sub>

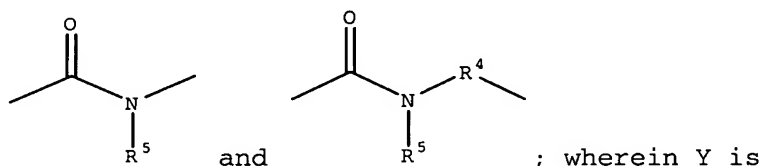
alkylenyl, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-; wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, and substituted or unsubstituted 9-10 membered fused heteroaryl comprising one or more nitrogen atoms; wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, and substituted or unsubstituted 9-10 membered fused heteroaryl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1-2</sub> alkylenylR<sup>3</sup>), -(C<sub>1-2</sub> alkylenyl)NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-2</sub>-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-2</sub>-alkylenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is selected from H, C<sub>1-2</sub>-alkyl, phenyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl, where one of the CH<sub>2</sub>

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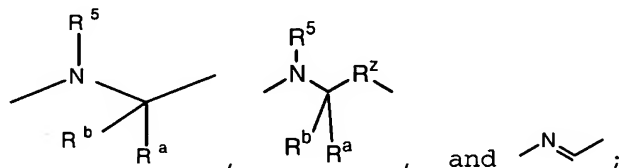
groups may be substituted with an oxygen atom or an -NH-;  
and wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl.

4. Compound of Claim 1, and pharmaceutically  
5 acceptable salts thereof, wherein A is selected from 5- or  
6- membered heteroaryl.

5. Compound of Claim 4, and pharmaceutically  
acceptable salts thereof, wherein A is selected from  
10 pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl,  
thienyl, furanyl, pyrrolyl, thiazolyl, oxazolyl, imidazolyl,  
pyrazolyl, isoxazolyl, triazolyl and isothiazolyl; wherein X  
is selected from



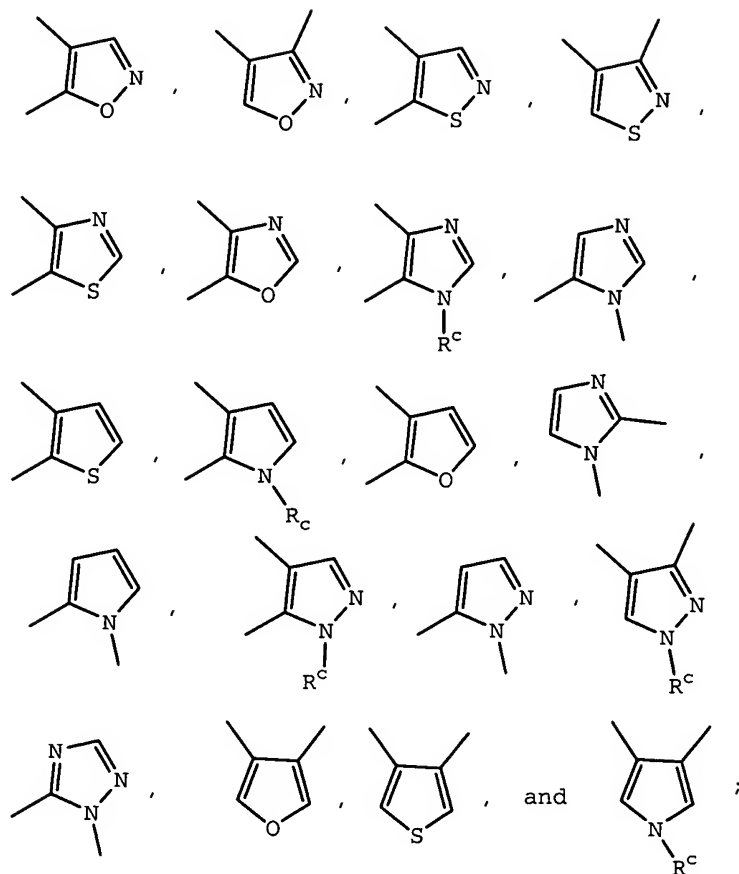
- 15 selected from



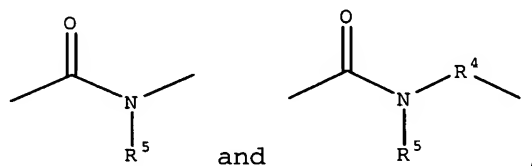
- wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,  
cyano, and C<sub>1-2</sub>-alkyl substituted with R<sup>2</sup>, or wherein R<sup>a</sup> and  
R<sup>b</sup> together form C<sub>3</sub>-C<sub>4</sub> cycloalkyl; wherein R<sup>z</sup> is C<sub>1</sub>-C<sub>2</sub>  
20 alkylene, where one of the CH<sub>2</sub> groups may be substituted  
with an oxygen atom or an -NH-; wherein R is selected from  
substituted or unsubstituted 5-6 membered heteroaryl  
comprising one or more nitrogen atoms, and substituted or  
unsubstituted 9-10 membered fused heteroaryl comprising one  
25 or more nitrogen atoms; wherein substituted R is substituted  
with one or more substituents independently selected from  
halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -  
NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-

- 6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and
- 5 tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, and substituted or unsubstituted 9-10 membered fused heteroaryl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -
- 10 COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>2</sub> alkylenylR<sup>3</sup>), -(C<sub>1</sub>-C<sub>2</sub> alkylenyl)NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-2</sub>-alkylenyl, optionally substituted 5-6
- 15 membered heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-
- 20 6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is selected from H, C<sub>1-2</sub>-alkyl, phenyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl, where one of the CH<sub>2</sub>
- 25 groups may be substituted with an oxygen atom or an -NH-; and wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl.

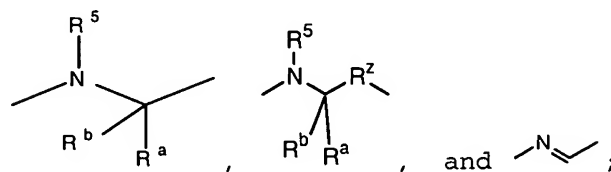
6. Compound of Claim 1 wherein A is selected from



wherein R<sup>c</sup> is selected from H, methyl and optionally  
 5 substituted phenyl; wherein X is selected from



wherein Y is selected from

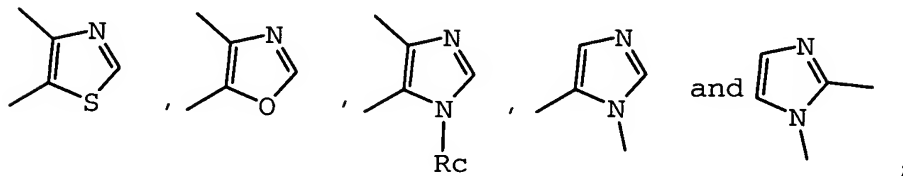


wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,  
 10 cyano, and C<sub>1-2</sub>-alkyl substituted with R<sup>2</sup>, or wherein R<sup>a</sup> and  
 R<sup>b</sup> together form C<sub>3-4</sub> cycloalkyl; wherein R<sup>z</sup> is C<sub>1-2</sub>  
 alkylenyl, where one of the CH<sub>2</sub> groups may be substituted

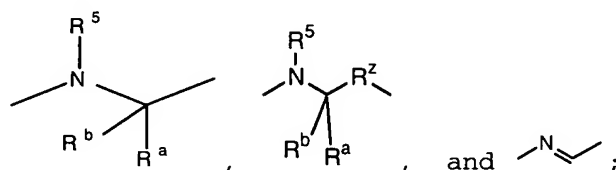
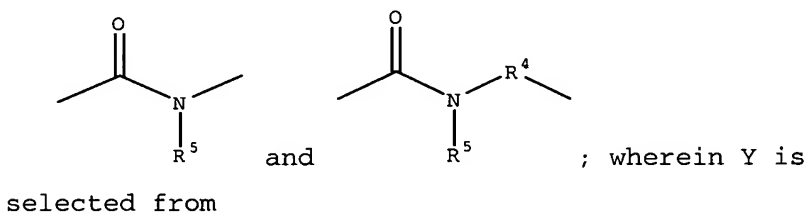
with an oxygen atom or an -NH-; wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, and substituted or unsubstituted 9-10 membered fused heteroaryl comprising one or more nitrogen atoms; wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, and substituted or unsubstituted 9-10 membered fused heteroaryl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>2</sub> alkylenylR<sup>3</sup>), -(C<sub>1</sub>-C<sub>2</sub> alkylenyl)NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-2</sub>-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-2</sub>-alkylenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is selected from H, C<sub>1-2</sub>-alkyl, phenyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-; and wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl.

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7. Compound of Claim 6 wherein A is selected from



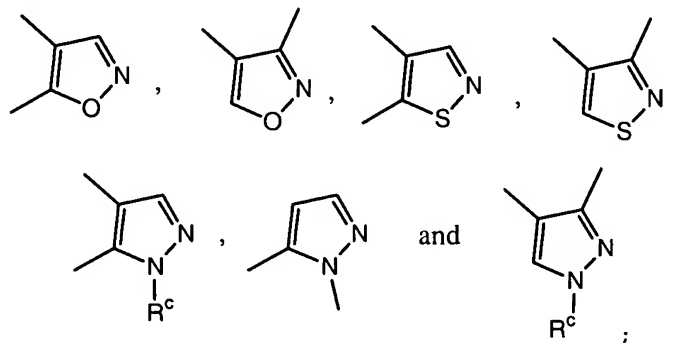
wherein  $R^c$  is selected from H, methyl and optionally  
5 substituted phenyl; wherein X is selected from



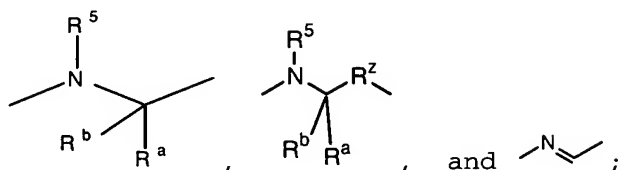
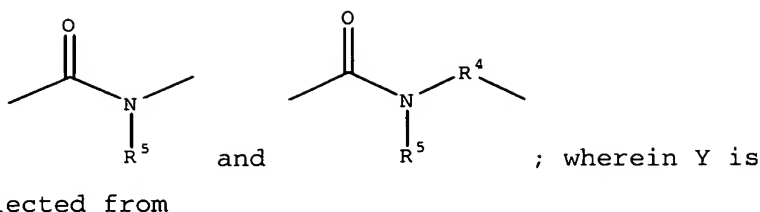
wherein  $R^a$  and  $R^b$  are independently selected from H, halo,  
10 and  $C_{1-2}$ -alkyl; wherein  $R^z$  is  $C_1$ - $C_2$  alkylene; wherein R is  
selected from substituted or unsubstituted 4-pyridyl, 4-  
pyrimidinyl, 5-pyrimidinyl, 6-pyrimidinyl, 4-pyridazinyl, 6-  
pyridazinyl, indazolyl, quinolinyl, isoquinolinyl,  
quinazolinyl, triazolyl and 4-pyrazolyl; wherein substituted  
15 R is substituted with one or more substituents independently  
selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-$   
 $NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl,  
optionally substituted 5-6 membered heterocyclyl, optionally  
substituted phenyl,  $C_{1-2}$ -alkyl, cyano,  $C_{1-2}$ -hydroxyalkyl,  
20 nitro and  $C_{1-2}$ -haloalkyl; wherein  $R^1$  is a substituted or  
unsubstituted substituent selected from phenyl, indenyl,  
thienyl, indolyl, pyridyl, naphthyl, tetrahydronaphthyl,  
2,1,3-benzothiadiazolyl, indazolyl, quinolyl, isoquinolyl,  
pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, oxazolyl,  
25 thiazolyl, thiadiazolyl, tetrahydroquinolinyl,

benzodioxanyl, quinazolinyl, furyl and pyrrolyl; wherein substituted  $R^1$  is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-NH(C_1-C_2\text{-alkylenyl}-R^3)$ ,  $-(C_1-C_2\text{-alkylenyl})NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl- $C_{1-2}$ -alkylenyl, optionally substituted 5-6 membered heterocyclyl- $C_{1-2}$ -alkylenyl,  $C_{1-2}$ -alkyl, cyano,  $C_{1-2}$ -hydroxyalkyl, nitro and  $C_{1-2}$ -haloalkyl; wherein  $R^2$  is one or more substituents independently selected from H, halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl,  $C_{1-2}$ -alkyl, cyano,  $C_{1-2}$ -hydroxyalkyl,  $C_{1-3}$ -carboxyalkyl, nitro,  $C_{2-3}$ -alkenyl,  $C_{2-3}$ -alkynyl and  $C_{1-2}$ -haloalkyl; wherein  $R^3$  is selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and trifluoromethyl; wherein  $R^4$  is  $C_{2-3}$ -alkylenyl; and wherein  $R^5$  is from H, methyl or ethyl; and pharmaceutically acceptable salts thereof.

8. Compound of Claim 6 wherein A is selected from



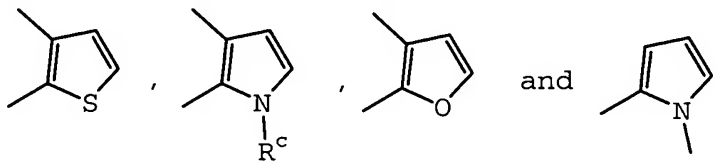
wherein  $R^c$  is selected from H, methyl and optionally substituted phenyl; wherein X is selected from



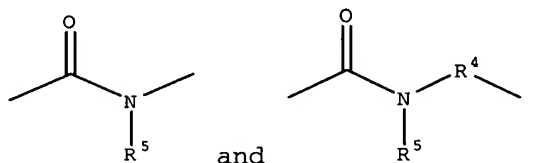
- wherein  $R^a$  and  $R^b$  are independently selected from H, halo, and  $C_{1-2}$ -alkyl; wherein  $R^z$  is  $C_1$ - $C_2$  alkylene; wherein R is selected from substituted or unsubstituted 4-pyridyl, 4-pyrimidinyl, 5-pyrimidinyl, 6-pyrimidinyl, 4-pyridazinyl, 6-pyridazinyl, indazolyl, quinolinyl, isoquinolinyl, quinazolinyl, triazolyl and 4-pyrazolyl; wherein substituted R is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl,  $C_{1-2}$ -alkyl, cyano,  $C_{1-2}$ -hydroxyalkyl, nitro and  $C_{1-2}$ -haloalkyl; wherein  $R^1$  is a substituted or unsubstituted substituent selected from phenyl, indenyl, thienyl, indolyl, pyridyl, naphthyl, tetrahydronaphthyl, 2,1,3-benzothiadiazolyl, indazolyl, quinolyl, isoquinolyl, pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, oxazolyl, thiazolyl, thiadiazolyl, tetrahydroquinolinyl, benzodioxanyl, quinazolinyl, furyl and pyrrolyl; wherein substituted  $R^1$  is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-NH(C_1-C_2-alkylene-R^3)$ ,  $-(C_1-C_2-alkylene)NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl- $C_{1-2}$ -alkylene, optionally substituted 5-6

membered heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and trifluoromethyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl; and wherein R<sup>5</sup> is from H, methyl or ethyl; and pharmaceutically acceptable salts thereof.

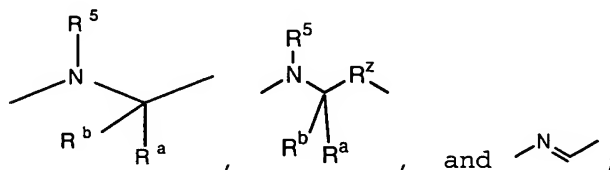
9. Compound of Claim 6 wherein A is selected from



wherein R<sup>c</sup> is selected from H, methyl and optionally substituted phenyl; wherein X is selected from



wherein Y is selected from



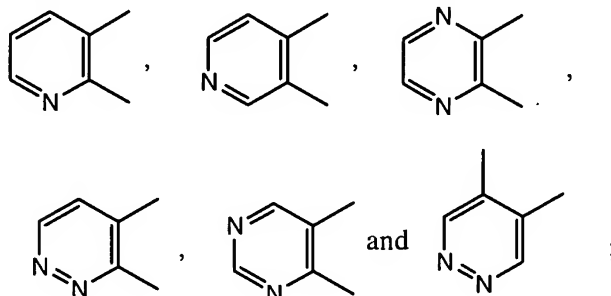
wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo, and C<sub>1-2</sub>-alkyl; wherein R<sup>z</sup> is C<sub>1</sub>-C<sub>2</sub> alkylenyl; wherein R is selected from substituted or unsubstituted 4-pyridyl, 4-pyrimidinyl, 5-pyrimidinyl, 6-pyrimidinyl, 4-pyridazinyl, 6-

25

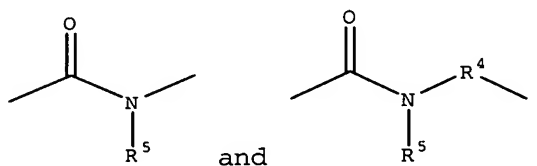
pyridazinyl, indazolyl, quinolinyl, isoquinolinyl, quinazolinyl, triazolyl and 4-pyrazolyl; wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>1</sup> is a substituted or unsubstituted substituent selected from phenyl, indenyl, thienyl, indolyl, pyridyl, naphthyl, tetrahydronaphthyl, 2,1,3-benzothiadiazolyl, indazolyl, quinolyl, isoquinolyl, pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, oxazolyl, thiazolyl, thiadiazolyl, tetrahydroquinolinyl, benzodioxanyl, quinazolinyl, furyl and pyrrolyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>2</sub>-alkylenyl-R<sup>3</sup>), -(C<sub>1</sub>-C<sub>2</sub>-alkylenyl)NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-2</sub>-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and trifluoromethyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl; and wherein R<sup>5</sup> is from H, methyl or ethyl; and pharmaceutically acceptable salts thereof.

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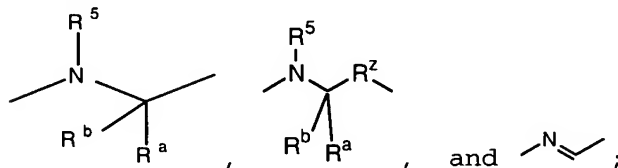
10. Compound of Claim 1, and pharmaceutically acceptable salts thereof, wherein A is selected from



5 wherein X is selected from



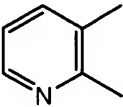
wherein Y is selected from

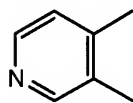


10 wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo, and C<sub>1-2</sub>-alkyl; wherein R<sup>z</sup> is C<sub>1-2</sub> alkylene; wherein R is selected from substituted or unsubstituted 4-pyridyl, 4-pyrimidinyl, 5-pyrimidinyl, 6-pyrimidinyl, 4-pyridazinyl, 6-pyridazinyl, indazolyl, quinolinyl, isoquinolinyl, quinazolinyl, triazolyl and 4-pyrazolyl; wherein substituted  
 15 R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl,  
 20 nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>1</sup> is a substituted or unsubstituted substituent group selected from phenyl, indenyl, thienyl, indolyl, pyridyl, naphthyl,

tetrahydronaphthyl, 2,1,3-benzothiadiazolyl, indazolyl, quinolyl, isoquinolyl, pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, oxazolyl, thiazolyl, thiadiazolyl, tetrahydroquinolinyl, benzodioxanyl, quinazolinyl, furyl and pyrrolyl; wherein substituted  $R^1$  is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-NH(C_1-C_2\text{-alkylenyl}-R^3)$ ,  $-(C_1-C_2\text{-alkylenyl})NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl- $C_{1-2}$ -alkylenyl, optionally substituted 5-6 membered heterocyclyl- $C_{1-2}$ -alkylenyl,  $C_{1-2}$ -alkyl, cyano,  $C_{1-2}$ -hydroxyalkyl, nitro and  $C_{1-2}$ -haloalkyl; wherein  $R^2$  is one or more substituents independently selected from H, halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl,  $C_{1-2}$ -alkyl, cyano,  $C_{1-2}$ -hydroxyalkyl,  $C_{1-3}$ -carboxyalkyl, nitro,  $C_{2-3}$ -alkenyl,  $C_{2-3}$ -alkynyl and  $C_{1-2}$ -haloalkyl; wherein  $R^3$  is selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and trifluoromethyl; wherein  $R^4$  is  $C_{2-3}$ -alkylenyl; and wherein  $R^5$  is from H, methyl or ethyl; and pharmaceutically acceptable salts thereof.

11. Compound of Claim 10, and pharmaceutically

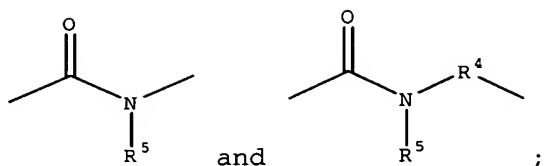
acceptable salts thereof, wherein A is , or



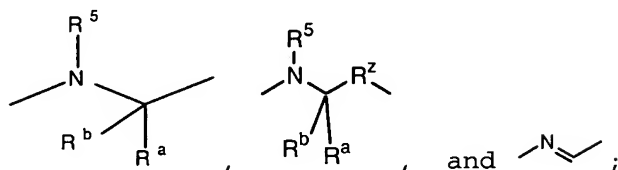
; wherein X is  $-C(O)-NH-$ ; wherein Y is  $-NH-CH_2-$ ; wherein R is selected from substituted or unsubstituted 4-pyridyl, 4-quinolyl, 5-quinolyl, 6-quinolyl, 4-isoquinolyl, 5-isoquinolyl, 6-isoquinolyl, 5-indazolyl, 4-pyrimidinyl and

4-pyridazinyl; wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted phenyl, indazolyl, indolyl, 2,1,3-benzothiadiazolyl, isoquinolyl, quinolyl, tetrahydroquinolyl, benzodioxanyl, and quinazolinyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-2</sub>-alkylenyl, morpholinylmethyl, methylpiperidinylmethyl, methylpiperazinylmethyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and trifluoromethyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl; and wherein R<sup>5</sup> is from H, methyl or ethyl.

12. Compound of Claim 1 wherein A is 9- or 10-membered fused partially saturated heterocyclyl or 9- or 10-membered fused heteroaryl; wherein X is selected from



wherein Y is selected from



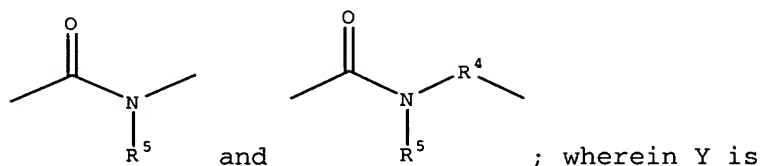
- wherein  $R^a$  and  $R^b$  are independently selected from H, halo, cyano, and  $C_{1-2}$ -alkyl substituted with  $R^2$ , or wherein  $R^a$  and  $R^b$  together form  $C_3-C_4$  cycloalkyl; wherein  $R^z$  is  $C_1-C_2$  alkylene, where one of the  $\text{CH}_2$  groups may be substituted with an oxygen atom or an  $-\text{NH}-$ ; wherein  $R$  is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, and substituted or unsubstituted 9-10 membered fused heteroaryl comprising one or more nitrogen atoms; wherein substituted  $R$  is substituted with one or more substituents independently selected from halo,  $-\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{R}^3$ , cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl,  $C_{1-2}$ -alkyl, cyano,  $C_{1-2}$ -hydroxyalkyl, nitro and  $C_{1-2}$ -haloalkyl; wherein  $R^1$  is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, and substituted or unsubstituted 9-10 membered fused heteroaryl; wherein substituted  $R^1$  is substituted with one or more substituents independently selected from halo,  $-\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{SO}_2\text{R}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{NH}(C_{1-2} \text{ alkylene})\text{R}^3$ ,  $-(C_{1-2} \text{ alkylene})\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{R}^3$ , optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally

substituted phenyl-C<sub>1-2</sub>-alkylenyl, optionally substituted 5-6  
 membered heterocyclyl-C<sub>1-2</sub>-alkylenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-  
 hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or  
 more substituents independently selected from H, halo, -OR<sup>3</sup>,  
 5 oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -  
 NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-  
 6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-  
 alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-  
 alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is  
 10 selected from H, C<sub>1-2</sub>-alkyl, phenyl, C<sub>3-6</sub> cycloalkyl and C<sub>1-2</sub>-  
 haloalkyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl, where one of the CH<sub>2</sub>  
 groups may be substituted with an oxygen atom or an -NH-;  
 and wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl; and  
 pharmaceutically acceptable salts thereof.

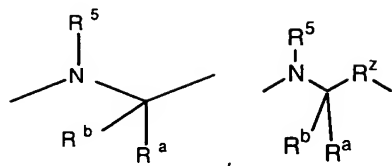
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13. Compound of Claim 12 wherein A is selected from  
 benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl,  
 benzthiazolyl, indazolyl, indolyl, isoindolyl, quinolyl,  
 isoquinolyl, naphthpyridinyl, tetrahydroquinolyl,  
 20 quinoxalinyl and quinazolinyl;  
 and pharmaceutically acceptable salts thereof.

14. Compound of Claim 1, and pharmaceutically  
 acceptable salts thereof, wherein A is 5- or 6-membered  
 25 cycloalkenyl; wherein X is selected from



selected from



and  $\text{N}=\text{C}$ ; wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo, cyano, and C<sub>1-2</sub>-alkyl substituted with R<sup>2</sup>, or wherein R<sup>a</sup> and R<sup>b</sup> together form C<sub>3-4</sub> cycloalkyl; wherein R<sup>2</sup> is C<sub>1-2</sub> alkylene, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-; wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, and substituted or unsubstituted 9-10 membered fused heteroaryl comprising one or more nitrogen atoms; wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, and substituted or unsubstituted 9-10 membered fused heteroaryl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1-2</sub> alkyleneR<sup>3</sup>), -(C<sub>1-2</sub> alkylene)NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-2</sub>-alkylene, optionally substituted 5-6 membered heterocyclyl-C<sub>1-2</sub>-alkylene, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, nitro and C<sub>1-2</sub>-haloalkyl; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -

NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-2</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is  
 5 selected from H, C<sub>1-2</sub>-alkyl, phenyl, C<sub>3-6</sub> cycloalkyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>4</sup> is C<sub>2-3</sub>-alkylenyl, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-; and wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl.

10 15. Compound of Claim 14 wherein A is cyclopentadienyl or cyclopentenyl; and pharmaceutically acceptable salts thereof.

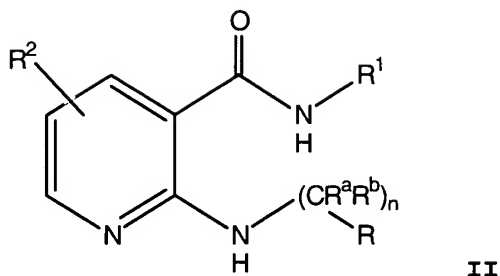
15 16. Compound of Claim 1 and pharmaceutically acceptable salts thereof selected from  
 N-(4-chlorophenyl)-3-[(4-pyridinylmethylene)amino]-4-pyridinecarboxamide;  
 N-(4-chlorophenyl){3-[(4-pyridylmethyl)amino](2-thienyl)}carboxamide;  
 20 N-phenyl{3-[(4-pyridylmethyl)amino](2-thienyl)}carboxamide;  
 N-(4-chlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
 N-(3,4-dichlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
 25 N-(3-chlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
 N-(4-chlorophenyl){3-[(4-pyridylmethyl)amino](2-pyridyl)}carboxamide;  
 N-(4-chlorophenyl){3-[(6-quinolylmethyl)amino](2-pyridyl)}carboxamide;  
 30 N-(3,4-dichlorophenyl){2-[(6-quinolylmethyl)amino](3-pyridyl)}carboxamide;  
 N-(4-chlorophenyl){6-methyl-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

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- N-(3,4-dichlorophenyl){6-methyl-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
N-(3-fluoro-4-methylphenyl){6-methyl-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
5 N-(3,4-dichlorophenyl){6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
N-(4-chlorophenyl){6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
{6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}-N-(3-  
10 fluorophenyl)carboxamide;  
N-(3-chlorophenyl){6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
N-(4-chlorophenyl){3-[(4-pyridylmethyl)amino](4-pyridyl)}carboxamide;  
15 N-(3-fluoro-4-methylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
N-(4-chlorophenyl){2-[(4-quinolylmethyl)amino](3-pyridyl)}carboxamide;  
N-(4-chlorophenyl){2-[(5-quinolylmethyl)amino](3-pyridyl)}carboxamide;  
20 N-(4-chlorophenyl){2-[(4-pyridylethyl)amino]-5-(3-thienyl)-(3-pyridyl)}carboxamide;  
N-(4-chlorophenyl){5-(4-methoxyphenyl)-2-[(4-pyridylmethyl)amino]-(3-pyridyl)}carboxamide; and  
25 N-(4-chlorophenyl){5-bromo-2-[(4-pyridylmethyl)amino]-(3-pyridyl)}carboxamide.

17. A compound of Claim 1 having Formula II

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wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,  
C<sub>1-4</sub>-alkyl and -N(R<sup>6</sup>)<sub>2</sub>;

5 wherein n is 1-2;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered  
nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered  
10 fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents  
selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-  
6-haloalkyl and C<sub>1-6</sub>-alkoxy;

wherein R<sup>1</sup> is selected from unsubstituted or substituted  
15 aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

wherein substituted R<sup>1</sup> is substituted with one or more  
substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
20 substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
phenyl, C<sub>1-6</sub>-haloalkoxy, optionally substituted  
phenyloxy, benzyl, optionally substituted 5-6 membered  
heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl, optionally substituted  
heteroaryl, optionally substituted heteroaryloxy, C<sub>1-6</sub>-  
25 haloalkyl, and C<sub>1-6</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently  
selected from

H,

halo,

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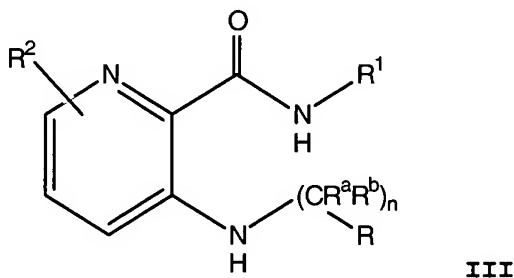
C<sub>1-6</sub>-alkyl,  
C<sub>1-6</sub>-haloalkyl,  
C<sub>1-6</sub>-alkoxy,  
C<sub>1-6</sub>-haloalkoxy,  
5 C<sub>1-6</sub>-carboxyalkyl,  
unsubstituted or substituted aryl and  
unsubstituted or substituted 5-6 membered  
heteroaryl; and  
wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;  
10 and pharmaceutically acceptable isomers and salts thereof.

18. Compound of Claim 17 wherein R<sup>a</sup> and R<sup>b</sup> are H;  
wherein n is 1-2;  
wherein R is selected from 4-pyridyl, pyrimidinyl,  
15 triazolyl, pyridazinyl, indolyl, isoindolyl,  
indazolyl, quinolyl, isoquinolyl, naphthyridinyl and  
quinoxalinyll, where R is unsubstituted or substituted  
with one or more substituents selected  
from chloro, fluoro, amino, hydroxy, methyl, ethyl,  
20 propyl, trifluoromethyl, methoxy and ethoxy;  
wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,  
naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, naphthyridinyl,  
quinoxalinyll, tetrahydroquinolinyll, indazolyl,  
25 benzothienyl, benzofuryll, benzimidazolyl,  
benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is  
unsubstituted or substituted with one or more  
substituents selected  
from chloro, fluoro, amino, hydroxy, cyclohexyl,  
30 phenylmethyl, morpholinylmethyl,  
methylpiperidinylmethyl, methylpiperazinylmethyl,  
ethyl, propyl, trifluoromethyl, phenyloxy,  
methoxy and ethoxy; and

wherein  $R^2$  is one or more substituents independently  
 selected from H, chloro, fluoro, bromo, amino,  
 hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
 methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
 5 unsubstituted or substituted phenyl and unsubstituted  
 or substituted heteroaryl selected  
 from thienyl, furanyl, pyridyl, imidazolyl, and  
 pyrazolyl;  
 and pharmaceutically acceptable salts thereof.

10

19. A compound of Claim 1 having Formula III



- 15 wherein  $R^a$  and  $R^b$  are independently selected from H, halo,  
 $C_{1-4}$ -alkyl and  $-N(R^6)_2$ ;  
 wherein n is 1-2;  
 wherein R is selected from
- 20 a) unsubstituted or substituted 5- or 6-membered  
 nitrogen-containing heteroaryl, and  
 b) unsubstituted or substituted 9- or 10-membered  
 fused nitrogen-containing heteroaryl,  
 where R is substituted with one or more substituents  
 selected from halo, amino, hydroxy,  $C_{1-6}$ -alkyl,  $C_{1-}$   
 25  $_6$ -haloalkyl and  $C_{1-6}$ -alkoxy;  
 wherein  $R^1$  is selected from unsubstituted or substituted  
 aryl,  
 5-6 membered heteroaryl and  
 9-10 membered fused heteroaryl,

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wherein substituted R<sup>1</sup> is substituted with one or more  
substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
phenyl, optionally substituted 5-6 membered  
5 heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl, C<sub>1-6</sub>-haloalkoxy,  
optionally substituted phenyloxy, benzyl, optionally  
substituted heteroaryl, optionally substituted  
heteroaryloxy, C<sub>1-6</sub>-haloalkyl, and C<sub>1-6</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently  
10 selected from

H,  
halo,  
C<sub>1-6</sub>-alkyl,  
C<sub>1-6</sub>-haloalkyl,  
15 C<sub>1-6</sub>-alkoxy,  
C<sub>1-6</sub>-haloalkoxy,  
C<sub>1-6</sub>-carboxyalkyl,  
unsubstituted or substituted aryl and  
unsubstituted or substituted 5-6 membered  
20 heteroaryl; and

wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

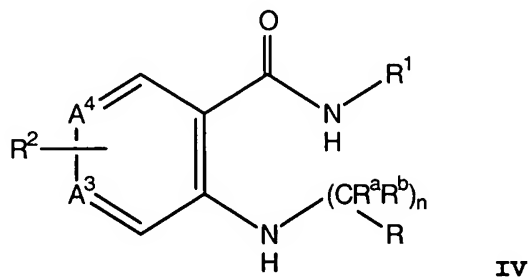
20. Compound of Claim 19 wherein R<sup>a</sup> and R<sup>b</sup> are H;

25 wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,  
isoquinolyl, naphthyridinyl and quinoxalyl, where R  
is unsubstituted or substituted with one or more  
30 substituents selected  
from chloro, fluoro, amino, hydroxy, methyl, ethyl,  
propyl, trifluoromethyl, methoxy and ethoxy;  
wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,  
naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,

- pyridazinyl, indolyl, isoindolyl, naphthyridinyl,  
 quinoxalinyl, tetrahydroquinolinyl, indazolyl,  
 benzothienyl, benzofuryl, benzimidazolyl,  
 benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is  
 5 unsubstituted or substituted with one or more  
 substituents selected  
 from chloro, fluoro, amino, hydroxy, cyclohexyl,  
 phenylmethyl, morpholinylmethyl,  
 methylpiperdinylmethyl, methylpiperazinylmethyl,  
 10 ethyl, propyl, trifluoromethyl, phenyloxy,  
 methoxy and ethoxy; and  
 wherein R<sup>2</sup> is one or more substituents independently  
 selected from H, chloro, fluoro, bromo, amino,  
 hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
 15 methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
 unsubstituted or substituted phenyl and unsubstituted  
 or substituted heteroaryl selected  
 from thienyl, furanyl, pyridyl, imidazolyl, and  
 pyrazolyl;  
 20 and pharmaceutically acceptable salts thereof.

21. A compound of Claim 1 having Formula IV



- 25 wherein A<sup>3</sup> is selected from CR<sup>2</sup> and N;  
 wherein A<sup>4</sup> is selected from CR<sup>2</sup> and N; provided one of A<sup>3</sup> and  
 A<sup>4</sup> is not CR<sup>2</sup>;

wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,  
C<sub>1-4</sub>-alkyl and -N(R<sup>6</sup>)<sub>2</sub>;

wherein n is 1-2;

wherein R is selected from

- 5           a) unsubstituted or substituted 5- or 6-membered  
              nitrogen-containing heteroaryl, and  
              b) unsubstituted or substituted 9- or 10-membered  
              fused nitrogen-containing heteroaryl,  
              where R is substituted with one or more substituents  
10           selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-  
              haloalkyl and C<sub>1-6</sub>-alkoxy;

wherein R<sup>1</sup> is selected from unsubstituted or substituted  
aryl,

- 5-6 membered heteroaryl and  
15           9-10 membered fused heteroaryl,

wherein substituted R<sup>1</sup> is substituted with one or more  
substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
phenyl, optionally substituted 5-6 membered  
20           heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl, C<sub>1-6</sub>-haloalkoxy,  
              optionally substituted phenyloxy, benzyl, optionally  
              substituted heteroaryl, optionally substituted  
              heteroaryloxy, C<sub>1-6</sub>-haloalkyl, and C<sub>1-6</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently  
25           selected from

- H,  
              halo,  
              C<sub>1-6</sub>-alkyl,  
              C<sub>1-6</sub>-haloalkyl,  
30           C<sub>1-6</sub>-alkoxy,  
              C<sub>1-6</sub>-haloalkoxy,  
              C<sub>1-6</sub>-carboxyalkyl,  
              unsubstituted or substituted aryl and

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wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;  
and pharmaceutically acceptable isomers and salts thereof.

5

wherein R is selected from 4-pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, naphthyridinyl and quinoxaliny, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy;

10

15 wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,  
naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, naphthyridinyl,  
quinoxaliny, tetrahydroquinoliny, indazolyl,  
benzothienyl, benzofuryl, benzimidazolyl,  
20 benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is  
unsubstituted or substituted with one or more  
substituents selected  
from chloro, fluoro, amino, hydroxy, cyclohexyl,  
phenylmethyl, morpholinylmethyl,  
25 methylpiperidinylmethyl, methylpiperazinylmethyl,  
ethyl, propyl, trifluoromethyl, phenyloxy,  
methoxy and ethoxy; and

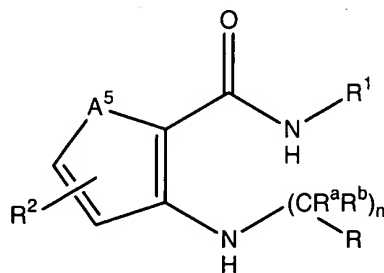
25

wherein R<sup>2</sup> is one or more substituents independently  
selected from H, chloro, fluoro, bromo, amino,  
30 hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
unsubstituted or substituted phenyl and unsubstituted  
or substituted heteroaryl selected

30

from thienyl, furanyl, pyridyl, imidazolyl, and  
pyrazolyl;  
and pharmaceutically acceptable salts thereof.

5           23. A compound of Claim 1 having the formula V



V

wherein  $A^5$  is selected from S, O and  $NR^6$ ;

10    wherein  $R^a$  and  $R^b$  are independently selected from H, halo,  
           $C_{1-4}$ -alkyl and  $-N(R^6)_2$ ;

wherein n is 1-2;

wherein R is selected from

15       a) unsubstituted or substituted 5- or 6-membered  
          nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered  
          fused nitrogen-containing heteroaryl,

20       where R is substituted with one or more substituents  
          selected from halo, amino, hydroxy,  $C_{1-6}$ -alkyl,  $C_{1-6}$ -  
          haloalkyl and  $C_{1-6}$ -alkoxy;

wherein  $R^1$  is selected from unsubstituted or substituted  
          aryl,

          5-6 membered heteroaryl and

          9-10 membered fused heteroaryl,

25    wherein substituted  $R^1$  is substituted with one or more  
          substituents selected from halo,  $C_{1-6}$ -alkyl, optionally  
          substituted  $C_{3-6}$ -cycloalkyl, optionally substituted  
          phenyl,  $C_{1-6}$ -haloalkoxy, optionally substituted  
          phenyloxy, benzyl, optionally substituted 5-6 membered

heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C<sub>1-6</sub>-haloalkyl, and C<sub>1-6</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently

5 selected from

H,

halo,

C<sub>1-6</sub>-alkyl,

C<sub>1-6</sub>-haloalkyl,

10 C<sub>1-6</sub>-alkoxy,

C<sub>1-6</sub>-haloalkoxy,

C<sub>1-6</sub>-carboxyalkyl,

unsubstituted or substituted aryl and

unsubstituted or substituted 5-6 membered

15 heteroaryl; and

wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

24. Compound of Claim 23 wherein R<sup>a</sup> and R<sup>b</sup> are H;

20 wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl,

pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,

isoquinolyl, naphthyridinyl and quinoxaliny, where R

is unsubstituted or substituted with one or more

25 substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl,

propyl, trifluoromethyl, methoxy and ethoxy;

wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,

naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,

30 pyridazinyl, indolyl, isoindolyl, naphthyridinyl,

quinoxaliny, tetrahydroquinoliny, indazolyl,

benzothienyl, benzofuryl, benzimidazolyl,

benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is

unsubstituted or substituted with one or more  
substituents selected

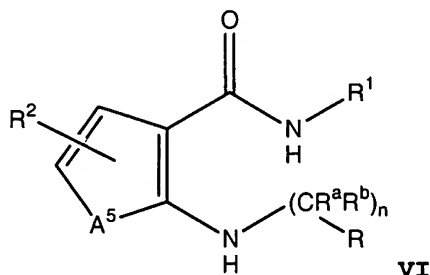
from chloro, fluoro, amino, hydroxy, cyclohexyl,  
phenylmethyl, morpholinylmethyl,

5 methylpiperidinylmethyl, methylpiperazinylmethyl,  
ethyl, propyl, trifluoromethyl, phenyloxy,  
methoxy and ethoxy; and

wherein  $R^2$  is one or more substituents independently  
selected from H, chloro, fluoro, bromo, amino,  
10 hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
unsubstituted or substituted phenyl and unsubstituted  
or substituted heteroaryl selected  
from thienyl, furanyl, pyridyl, imidazolyl, and  
15 pyrazolyl;

and pharmaceutically acceptable salts thereof.

25. A compound of Claim 1 having the formula



wherein  $A^5$  is selected from S, O and  $NR^6$ ;

wherein  $R^a$  and  $R^b$  are independently selected from H, halo,  
 $C_{1-4}$ -alkyl and  $-N(R^6)_2$ ;

25 wherein n is 1-2;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered  
nitrogen-containing heteroaryl, and

- b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,  
where R is substituted with one or more substituents selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl and C<sub>1-6</sub>-alkoxy;  
5 wherein R<sup>1</sup> is selected from unsubstituted or substituted aryl,  
5-6 membered heteroaryl and  
9-10 membered fused heteroaryl,  
10 wherein substituted R<sup>1</sup> is substituted with one or more substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, C<sub>1-6</sub>-haloalkoxy, optionally substituted phenyloxy, benzyl, optionally substituted 5-6 membered  
15 heterocyclyl-C<sub>1</sub>C<sub>2</sub>-alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C<sub>1-6</sub>-haloalkyl, and C<sub>1-6</sub>-alkoxy;  
wherein R<sup>2</sup> is one or more substituents independently selected from  
20 H,  
halo,  
C<sub>1-6</sub>-alkyl,  
C<sub>1-6</sub>-haloalkyl,  
C<sub>1-6</sub>-alkoxy,  
25 C<sub>1-6</sub>-haloalkoxy,  
C<sub>1-6</sub>-carboxyalkyl,  
unsubstituted or substituted aryl and  
unsubstituted or substituted 5-6 membered heteroaryl; and  
30 wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;  
and pharmaceutically acceptable isomers and salts thereof.

26. Compound of Claim 25 wherein R<sup>a</sup> and R<sup>b</sup> are H;  
wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,  
isoquinolyl, naphthyridinyl and quinoxalinyl, where R  
is unsubstituted or substituted with one or more  
substituents selected

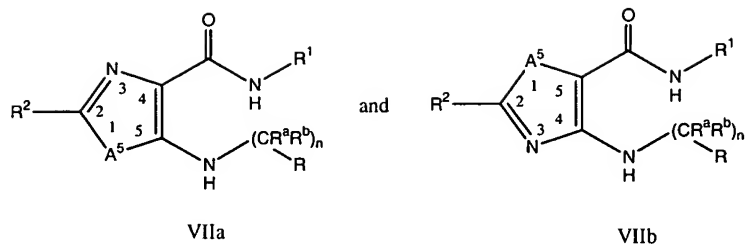
from chloro, fluoro, amino, hydroxy, methyl, ethyl,  
propyl, trifluoromethyl, methoxy and ethoxy;  
wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,  
naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, naphthyridinyl,  
quinoxalinyl, tetrahydroquinolyl, indazolyl,  
benzothienyl, benzofuryl, benzimidazolyl,  
benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is  
unsubstituted or substituted with one or more  
substituents selected

from chloro, fluoro, amino, hydroxy, cyclohexyl,  
phenylmethyl, morpholinylmethyl,  
methylpiperidinylmethyl, methylpiperazinylmethyl,  
ethyl, propyl, trifluoromethyl, phenyloxy,  
methoxy and ethoxy; and

wherein R<sup>2</sup> is one or more substituents independently  
selected from H, chloro, fluoro, bromo, amino,  
hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
unsubstituted or substituted phenyl and unsubstituted  
or substituted heteroaryl selected  
from thienyl, furanyl, pyridyl, imidazolyl, and  
pyrazolyl;

and pharmaceutically acceptable salts thereof.

27. A compound of Claim 1 having the formula



wherein  $A^5$  is selected from S, O and  $NR^6$ ;

wherein  $R^a$  and  $R^b$  are independently selected from H, halo,

5  $C_{1-4}$ -alkyl and  $-N(R^6)_2$ ;

wherein n is 1-2;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered  
nitrogen-containing heteroaryl, and

10 b) unsubstituted or substituted 9- or 10-membered  
fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents  
selected from halo, amino, hydroxy,  $C_{1-6}$ -alkyl,  $C_{1-6}$ -  
haloalkyl and  $C_{1-6}$ -alkoxy;

15 wherein  $R^1$  is selected from unsubstituted or substituted  
aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

wherein substituted  $R^1$  is substituted with one or more

20 substituents selected from halo,  $C_{1-6}$ -alkyl, optionally  
substituted  $C_{3-6}$ -cycloalkyl, optionally substituted  
phenyl,  $C_{1-6}$ -haloalkoxy, optionally substituted  
phenyloxy, benzyl, optionally substituted 5-6 membered  
heterocyclyl- $C_1$ - $C_2$ -alkylenyl, optionally substituted  
25 heteroaryl, optionally substituted heteroaryloxy,  $C_{1-6}$ -  
haloalkyl, and  $C_{1-6}$ -alkoxy;

wherein  $R^2$  is one or more substituents independently  
selected from

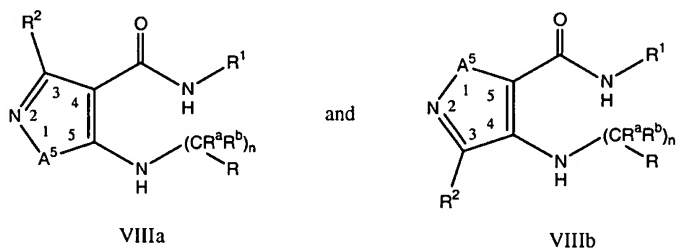
H,

30 halo,

- C<sub>1-6</sub>-alkyl,  
C<sub>1-6</sub>-haloalkyl,  
C<sub>1-6</sub>-alkoxy,  
C<sub>1-6</sub>-haloalkoxy,  
5 C<sub>1-6</sub>-carboxyalkyl,  
unsubstituted or substituted aryl and  
unsubstituted or substituted 5-6 membered  
heteroaryl; and  
wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;  
10 and pharmaceutically acceptable isomers and salts thereof.
28. Compound of Claim 27 wherein R<sup>a</sup> and R<sup>b</sup> are H;  
wherein n is 1-2;  
wherein R is selected from 4-pyridyl, pyrimidinyl,  
15 pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,  
isoquinolyl, naphthyridinyl and quinoxalinyl, where R  
is unsubstituted or substituted with one or more  
substituents selected  
from chloro, fluoro, amino, hydroxy, methyl, ethyl,  
20 propyl, trifluoromethyl, methoxy and ethoxy;  
wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,  
naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, naphthyridinyl,  
quinoxalinyl, tetrahydroquinolinyl, indazolyl,  
25 benzothienyl, benzofuryl, benzimidazolyl,  
benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is  
unsubstituted or substituted with one or more  
substituents selected  
from chloro, fluoro, amino, hydroxy, cyclohexyl,  
30 phenylmethyl, morpholinylmethyl,  
methylpiperidinylmethyl, methylpiperazinylmethyl,  
ethyl, propyl, trifluoromethyl, phenyloxy,  
methoxy and ethoxy; and

wherein  $R^2$  is one or more substituents independently selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl; and pharmaceutically acceptable salts thereof.

29. Compound of Claim 1 of the formulas



- wherein  $A^5$  is selected from S, O and  $NR^6$ ;  
 wherein  $R^a$  and  $R^b$  are independently selected from H, halo,  $C_{1-4}$ -alkyl and  $-N(R^6)_2$ ;  
 wherein n is 1-2;  
 wherein R is selected from
- a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and
  - b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,
- where R is substituted with one or more substituents selected from halo, amino, hydroxy,  $C_{1-6}$ -alkyl,  $C_{1-6}$ -haloalkyl and  $C_{1-6}$ -alkoxy;
- wherein  $R^1$  is selected from unsubstituted or substituted aryl, 5-6 membered heteroaryl and 9-10 membered fused heteroaryl,

wherein substituted R<sup>1</sup> is substituted with one or more  
substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
phenyl, C<sub>1-6</sub>-haloalkoxy, optionally substituted  
5 phenyloxy, benzyl, optionally substituted 5-6 membered  
heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl, optionally substituted  
heteroaryl, optionally substituted heteroaryloxy, C<sub>1-6</sub>-  
haloalkyl, and C<sub>1-6</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently  
10 selected from

H,  
halo,  
C<sub>1-6</sub>-alkyl,  
C<sub>1-6</sub>-haloalkyl,  
15 C<sub>1-6</sub>-alkoxy,  
C<sub>1-6</sub>-haloalkoxy,  
C<sub>1-6</sub>-carboxyalkyl,  
unsubstituted or substituted aryl and  
unsubstituted or substituted 5-6 membered  
20 heteroaryl; and

wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

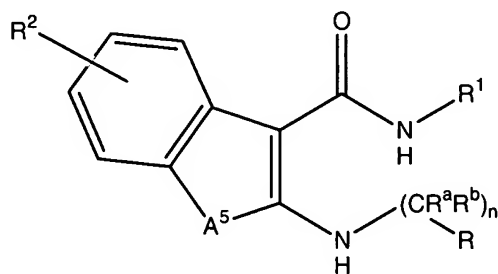
30. Compound of Claim 29 wherein R<sup>a</sup> and R<sup>b</sup> are H;

25 wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,  
isoquinolyl, naphthyridinyl and quinoxalyl, where R  
is unsubstituted or substituted with one or more  
30 substituents selected  
from chloro, fluoro, amino, hydroxy, methyl, ethyl,  
propyl, trifluoromethyl, methoxy and ethoxy;  
wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,  
naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,

- pyridazinyl, indolyl, isoindolyl, naphthyridinyl,  
quinoxaliny, tetrahydroquinoliny, indazolyl,  
benzothienyl, benzofuryl, benzimidazolyl,  
benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is  
5 unsubstituted or substituted with one or more  
substituents selected  
from chloro, fluoro, amino, hydroxy, cyclohexyl,  
phenylmethyl, morpholinylmethyl,  
methylpiperidinylmethyl, methylpiperazinylmethyl,  
10 ethyl, propyl, trifluoromethyl, phenoxy,  
methoxy and ethoxy; and  
wherein R<sup>2</sup> is one or more substituents independently  
selected from H, chloro, fluoro, bromo, amino,  
hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
15 methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
unsubstituted or substituted phenyl and unsubstituted  
or substituted heteroaryl selected  
from thienyl, furanyl, pyridyl, imidazolyl, and  
pyrazolyl;  
20 and pharmaceutically acceptable salts thereof.

31. Compound of Claim 1 of the formula



- 25 wherein A<sup>5</sup> is selected from S, O and NR<sup>6</sup>;  
wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,  
C<sub>1-4</sub>-alkyl and -N(R<sup>6</sup>)<sub>2</sub>;  
wherein n is 1-2;

wherein R is selected from

- a) unsubstituted or substituted 5- or 6-membered  
nitrogen-containing heteroaryl, and
- b) unsubstituted or substituted 9- or 10-membered  
fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents  
selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-  
haloalkyl and C<sub>1-6</sub>-alkoxy;

wherein R<sup>1</sup> is selected from unsubstituted or substituted  
aryl,

5-6 membered heteroaryl and  
9-10 membered fused heteroaryl,

wherein substituted R<sup>1</sup> is substituted with one or more  
substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
phenyl, C<sub>1-6</sub>-haloalkoxy, optionally substituted  
phenyloxy, benzyl, optionally substituted 5-6 membered  
heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl, optionally substituted  
heteroaryl, optionally substituted heteroaryloxy, C<sub>1-6</sub>-  
haloalkyl, and C<sub>1-6</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently  
selected from

H,  
halo,  
C<sub>1-6</sub>-alkyl,  
C<sub>1-6</sub>-haloalkyl,  
C<sub>1-6</sub>-alkoxy,  
C<sub>1-6</sub>-haloalkoxy,  
C<sub>1-6</sub>-carboxyalkyl,

unsubstituted or substituted aryl and  
unsubstituted or substituted 5-6 membered  
heteroaryl; and

wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

32. Compound of Claim 31 wherein R<sup>a</sup> and R<sup>b</sup> are H;  
wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl,

5 pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,  
isoquinolyl, naphthyridinyl and quinoxaliny, where R  
is unsubstituted or substituted with one or more  
substituents selected

10 from chloro, fluoro, amino, hydroxy, methyl, ethyl,  
propyl, trifluoromethyl, methoxy and ethoxy;

wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl,

15 naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl,  
pyridazinyl, indolyl, isoindolyl, naphthyridinyl,  
quinoxaliny, tetrahydroquinolinyl, indazolyl,  
benzothienyl, benzofuryl, benzimidazolyl,  
benzoxazolyl, or benzthiazolyl, where R<sup>1</sup> is  
unsubstituted or substituted with one or more  
substituents selected

20 from chloro, fluoro, amino, hydroxy, cyclohexyl,  
phenylmethyl, morpholinylmethyl,  
methylpiperdinylmethyl, methylpiperazinylmethyl,  
ethyl, propyl, trifluoromethyl, phenyloxy,  
methoxy and ethoxy; and

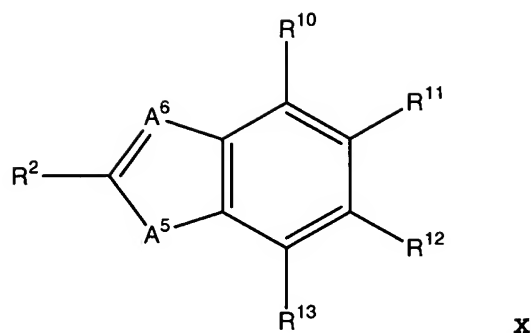
wherein R<sup>2</sup> is one or more substituents independently

25 selected from H, chloro, fluoro, bromo, amino,  
hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
unsubstituted or substituted phenyl and unsubstituted  
or substituted heteroaryl selected

30 from thienyl, furanyl, pyridyl, imidazolyl, and  
pyrazolyl;

and pharmaceutically acceptable salts thereof.

33. Compound of Claim 1 of the formula



wherein A<sup>5</sup> is selected from S, O and NR<sup>6</sup>;

5 wherein A<sup>6</sup> is selected from CR<sup>2</sup> and N;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered  
nitrogen-containing heteroaryl, and

10 b) unsubstituted or substituted 9- or 10-membered  
fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents  
selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-  
haloalkyl and C<sub>1-6</sub>-alkoxy;

15 wherein R<sup>1</sup> is selected from unsubstituted or substituted  
aryl,

5-6 membered heteroaryl and

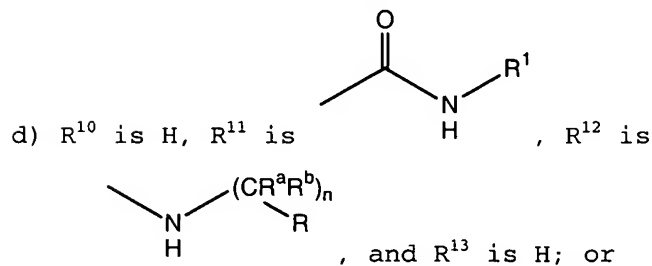
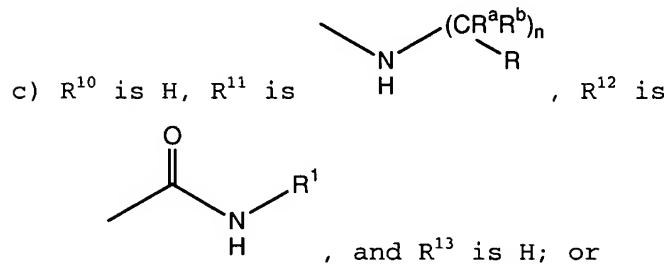
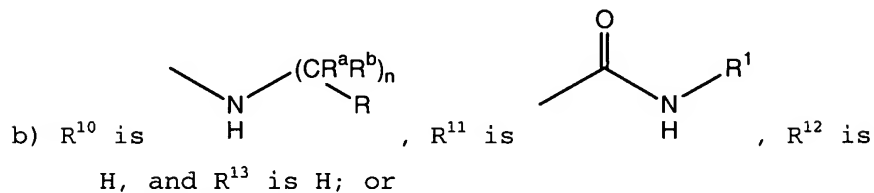
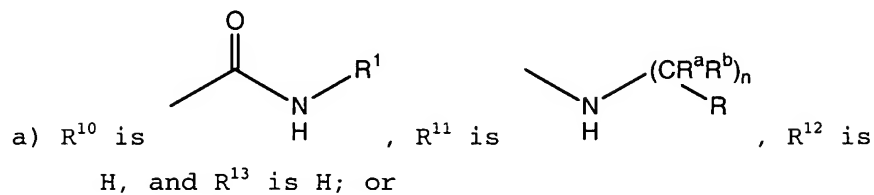
9-10 membered fused heteroaryl,

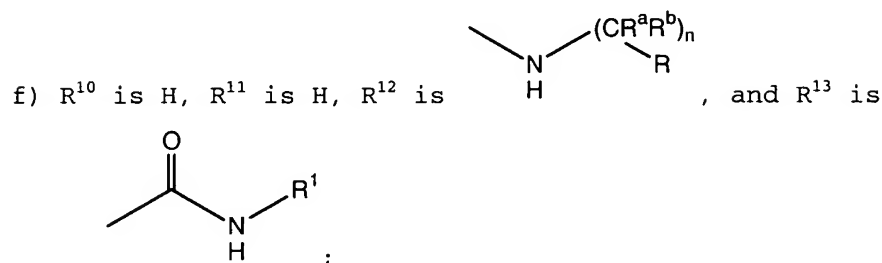
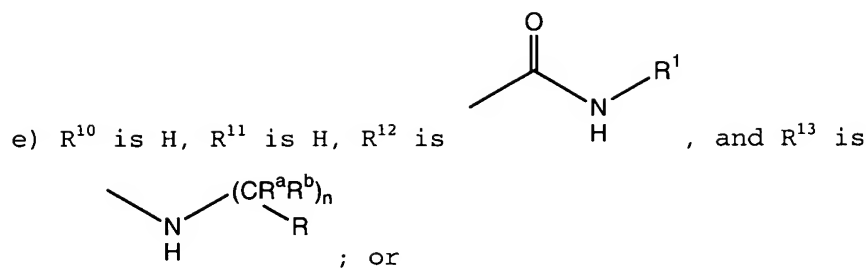
20 wherein substituted R<sup>1</sup> is substituted with one or more  
substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
phenyl, C<sub>1-6</sub>-haloalkoxy, optionally substituted  
phenyloxy, benzyl, optionally substituted 5-6 membered  
heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl, optionally substituted  
heteroaryl, optionally substituted heteroaryloxy, C<sub>1-6</sub>-  
25 haloalkyl, and C<sub>1-6</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently  
selected from

H,

- halo,  
 C<sub>1-6</sub>-alkyl,  
 C<sub>1-6</sub>-haloalkyl,  
 C<sub>1-6</sub>-alkoxy,  
 C<sub>1-6</sub>-haloalkoxy,  
 C<sub>1-6</sub>-carboxyalkyl,  
 unsubstituted or substituted aryl and  
 unsubstituted or substituted 5-6 membered  
 heteroaryl; and  
 wherein R<sup>6</sup> is H or C<sub>1-6</sub>-alkyl;  
 wherein





5

wherein  $R^a$  and  $R^b$  are independently selected from H, halo,  $C_{1-4}$ -alkyl and  $-N(R^6)_2$ ; and

wherein  $n$  is 1-2;

and pharmaceutically acceptable isomers and salts thereof.

10

34. Compound of Claim 33 wherein  $R^a$  and  $R^b$  are H;

wherein  $n$  is 1-2;

wherein  $R$  is selected from 4-pyridyl, pyrimidinyl,

pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,

15 isoquinolyl, naphthyridinyl and quinoxalyl, where  $R$  is unsubstituted or substituted with one or more substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy;

20 wherein  $R^1$  is selected from phenyl, tetrahydronaphthyl, naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, naphthyridinyl, quinoxalyl, tetrahydroquinolyl, indazolyl, benzothienyl, benzofuryl, benzimidazolyl,

25 benzoxazolyl, or benzthiazolyl, where  $R^1$  is

unsubstituted or substituted with one or more  
substituents selected

from chloro, fluoro, amino, hydroxy, cyclohexyl,  
phenylmethyl, morpholinylmethyl,

5        methylpiperidinylmethyl, methylpiperazinylmethyl,  
ethyl, propyl, trifluoromethyl, phenyloxy,  
methoxy and ethoxy; and

wherein  $R^2$  is one or more substituents independently

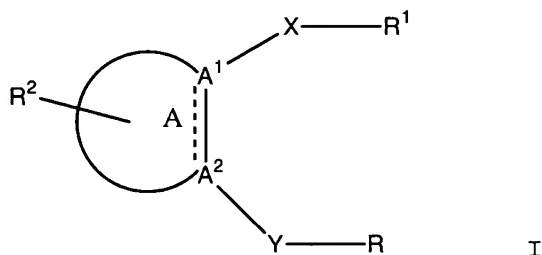
10        selected from H, chloro, fluoro, bromo, amino,  
hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
methoxy, ethoxy, trifluoromethoxy, carboxymethyl,  
unsubstituted or substituted phenyl and unsubstituted  
or substituted heteroaryl selected  
15        from thienyl, furanyl, pyridyl, imidazolyl, and  
pyrazolyl;

and pharmaceutically acceptable salts thereof.

35. A pharmaceutical composition comprising a  
pharmaceutically-acceptable carrier and a compound as in any  
20        of Claims 1-34.

36. A method of treating cancer in a subject, said  
method comprising administering an effective amount of a  
compound of formula I

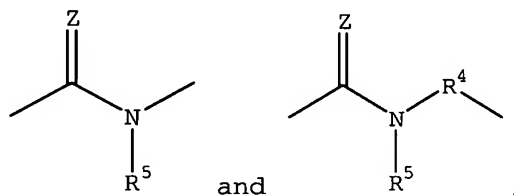
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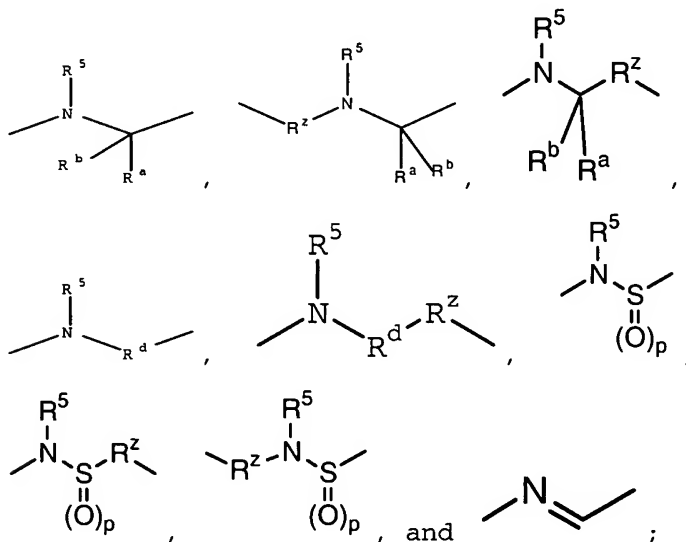
wherein each of  $A^1$  and  $A^2$  is independently C or N;  
wherein ring A is selected from

- a) 5- or 6-membered partially saturated heterocyclyl,
- b) 5- or 6-membered heteroaryl,
- c) 9- or 10-membered fused partially saturated heterocyclyl,
- d) 9-, 10- or 11-membered fused heteroaryl;
- e) naphthyl, and
- f) 4-, 5- or 6- membered cycloalkenyl;

wherein X is selected from



- 10 wherein Z is oxygen or sulfur;  
wherein Y is selected from



- 15 wherein p is 0 to 2,  
wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo,  
cyano, -NHR<sup>6</sup> and C<sub>1-4</sub>-alkyl substituted with R<sup>2</sup>, or wherein  
R<sup>a</sup> and R<sup>b</sup> together form C<sub>3</sub>-C<sub>6</sub> cycloalkyl;  
wherein R<sup>z</sup> is selected from C<sub>1</sub>-C<sub>4</sub> alkylenyl, where one of the  
20 CH<sub>2</sub> groups may be substituted with an oxygen atom or an -  
NH-;

wherein R<sup>d</sup> is cycloalkyl;

wherein R is selected from

a) substituted or unsubstituted 5-6 membered heterocyclyl, and

5 b) substituted or unsubstituted fused 9-, 10- or 11-membered heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>,  
10 -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R<sup>2</sup>, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R<sup>1</sup> is selected from

15 a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered heterocyclyl,

c) substituted or unsubstituted 9-11 membered fused heterocyclyl,

20 d) cycloalkyl, and

e) cycloalkenyl,

wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>4</sub>  
25 alkylenylR<sup>14</sup>), -SO<sub>2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R<sup>2</sup>, cyano, nitro, lower alkenyl and  
30 lower alkynyl;

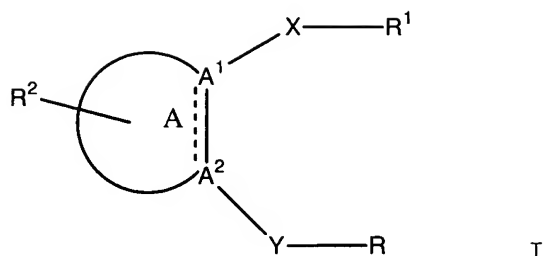
wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -COR<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted phenylalkylenyl, optionally

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substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl; wherein R<sup>3</sup> is selected from H, lower alkyl, phenyl, 5-6 membered heterocyclyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, and lower haloalkyl; wherein R<sup>4</sup> is independently selected from C<sub>2</sub>-C<sub>4</sub> alkylenyl, C<sub>2</sub>-C<sub>4</sub> alkenylenyl and C<sub>2</sub>-C<sub>4</sub> alkynylenyl, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-; wherein R<sup>5</sup> is selected from H, lower alkyl, phenyl and lower aralkyl; and wherein R<sup>6</sup> is selected from H or C<sub>1-6</sub>-alkyl; wherein R<sup>14</sup> is selected from H, phenyl, 5-6 membered heterocyclyl and C<sub>3</sub>-C<sub>6</sub> cycloalkyl; and pharmaceutically acceptable salts thereof; provided A is not naphthyl when X is -C(O)NH- and when R<sup>1</sup> is phenyl when Y is -NCH<sub>2</sub>- and when R is 4-pyridyl; and further provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl when Y is -NHCH<sub>2</sub>-.

37. The method of Claim 36 comprising a combination with a compound selected from antibiotic-type agents, alkylating agents, antimetabolite agents, hormonal agents, immunological agents, interferon-type agents and miscellaneous agents.

38. A method of treating angiogenesis in a subject, said method comprising administering an effective amount of a compound as in any of Formula I

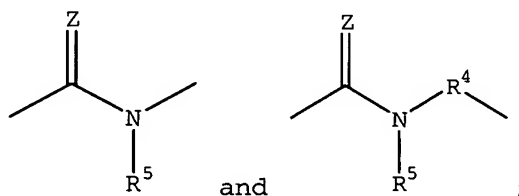


wherein each of  $A^1$  and  $A^2$  is independently C or N;

wherein ring A is selected from

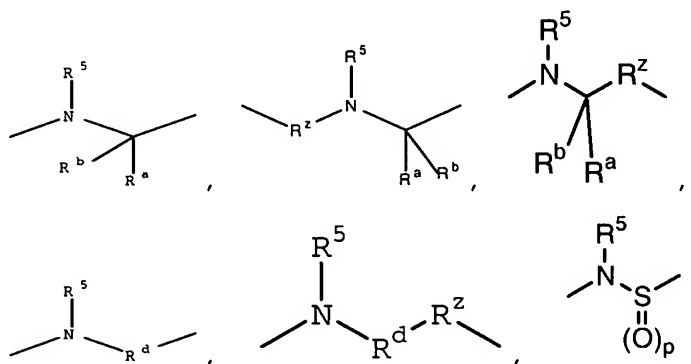
- 5        a) 5- or 6-membered partially saturated heterocyclyl,  
           b) 5- or 6-membered heteroaryl,  
           c) 9- or 10-membered fused partially saturated  
              heterocyclyl,  
           d) 9-, 10- or 11-membered fused heteroaryl;  
 10       e) naphthyl, and  
           f) 4-, 5- or 6- membered cycloalkenyl;

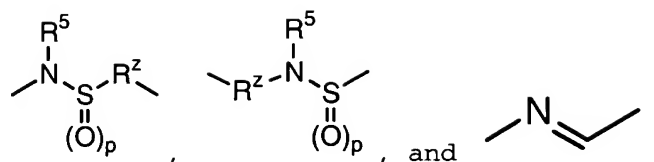
wherein X is selected from



wherein Z is oxygen or sulfur;

- 15       wherein Y is selected from





wherein p is 0 to 2,

wherein R<sup>a</sup> and R<sup>b</sup> are independently selected from H, halo, cyano, -NHR<sup>6</sup> and C<sub>1-4</sub>-alkyl substituted with R<sup>2</sup>, or wherein

5 R<sup>a</sup> and R<sup>b</sup> together form C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

wherein R<sup>z</sup> is selected from C<sub>1</sub>-C<sub>4</sub> alkylenyl, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-;

wherein R<sup>d</sup> is cycloalkyl;

10 wherein R is selected from

a) substituted or unsubstituted 5-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-, 10- or 11-membered heterocyclyl;

15 wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R<sup>2</sup>,  
20 cyano, nitro, lower alkenyl and lower alkynyl;

wherein R<sup>1</sup> is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered

25 heterocyclyl,

c) substituted or unsubstituted 9-11 membered fused heterocyclyl,

d) cycloalkyl, and

e) cycloalkenyl,

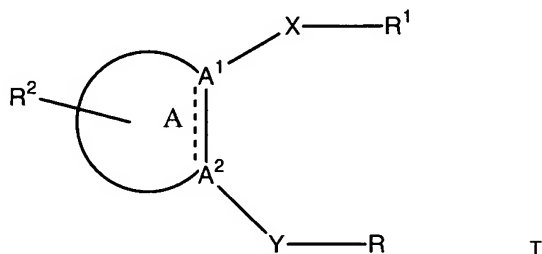
30 wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>,

- SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>4</sub> alkylenylR<sup>14</sup>), -SO<sub>2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R<sup>2</sup>, cyano, nitro, lower alkenyl and lower alkynyl;
- wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -COR<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;
- wherein R<sup>3</sup> is selected from H, lower alkyl, phenyl, 5-6 membered heterocyclyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, and lower haloalkyl;
- wherein R<sup>4</sup> is independently selected from C<sub>2</sub>-C<sub>4</sub> alkylenyl, C<sub>2</sub>-C<sub>4</sub> alkenylenyl and C<sub>2</sub>-C<sub>4</sub> alkynylenyl, where one of the CH<sub>2</sub> groups may be substituted with an oxygen atom or an -NH-;
- wherein R<sup>5</sup> is selected from H, lower alkyl, phenyl and lower aralkyl; and
- wherein R<sup>6</sup> is selected from H or C<sub>1-6</sub>-alkyl;
- wherein R<sup>14</sup> is selected from H, phenyl, 5-6 membered heterocyclyl and C<sub>3</sub>-C<sub>6</sub> cycloalkyl;
- and pharmaceutically acceptable salts thereof;
- provided A is not naphthyl when X is -C(O)NH- and when R<sup>1</sup> is phenyl when Y is -NCH<sub>2</sub>- and when R is 4-pyridyl; and further provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl when Y is -NHCH<sub>2</sub>-.

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39. A compound as in any of Claims 1-34 for use in a method of therapeutic treatment for the human or animal body.

- 5           40. A method of treating KDR-related disorders in a mammal, said method comprising administering an effective amount of a compound of Formula I



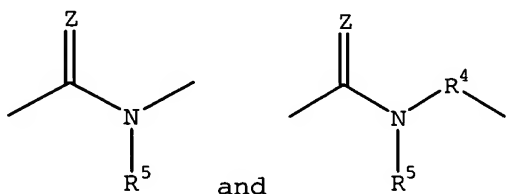
10

wherein each of A<sup>1</sup> and A<sup>2</sup> is independently C or N;

wherein ring A is selected from

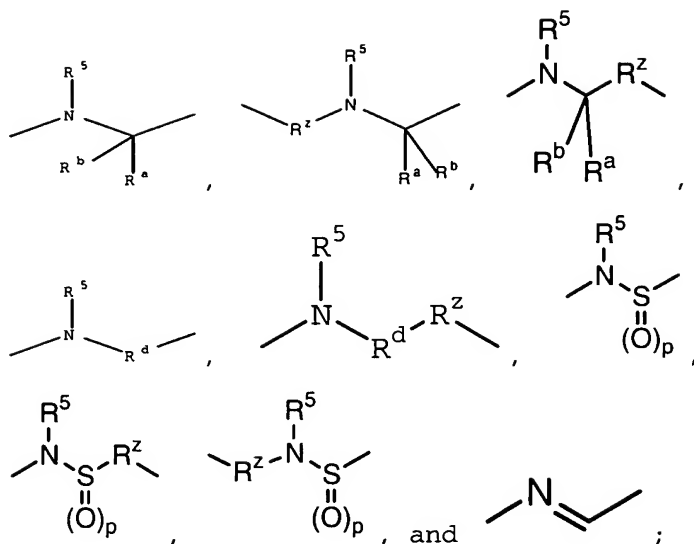
- 15           a) 5- or 6-membered partially saturated heterocyclyl,  
             b) 5- or 6-membered heteroaryl,  
             c) 9- or 10-membered fused partially saturated heterocyclyl,  
             d) 9-, 10- or 11-membered fused heteroaryl;  
             e) naphthyl, and  
             f) 4-, 5- or 6- membered cycloalkenyl;

- 20           wherein X is selected from



wherein Z is oxygen or sulfur;

wherein Y is selected from



wherein  $p$  is 0 to 2,

- 5 wherein  $R^a$  and  $R^b$  are independently selected from H, halo, cyano,  $-NHR^6$  and  $C_{1-4}$ -alkyl substituted with  $R^2$ , or wherein  $R^a$  and  $R^b$  together form  $C_3$ - $C_6$  cycloalkyl;

wherein  $R^z$  is selected from  $C_1$ - $C_4$  alkylenyl, where one of the  $CH_2$  groups may be substituted with an oxygen atom or an -

10 NH-;

wherein  $R^d$  is cycloalkyl;

wherein  $R$  is selected from

- a) substituted or unsubstituted 5-6 membered heterocyclyl, and
- 15 b) substituted or unsubstituted fused 9-, 10- or 11-membered heterocyclyl;

wherein substituted  $R$  is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-SO_2R^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with  $R^2$ , cyano, nitro, lower alkenyl and lower alkynyl;

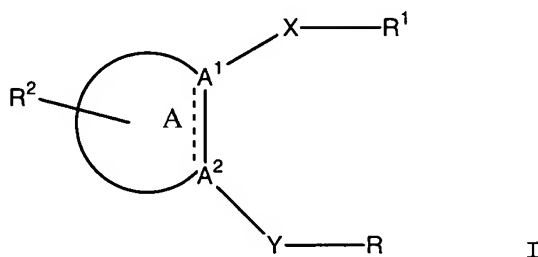
wherein  $R^1$  is selected from

- 25 a) substituted or unsubstituted 6-10 membered aryl,

- b) substituted or unsubstituted 5-6 membered heterocyclyl,  
c) substituted or unsubstituted 9-11 membered fused heterocyclyl,  
5 d) cycloalkyl, and  
e) cycloalkenyl,  
wherein substituted  $R^1$  is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-NH(C_1-C_4$   
10  $alkylenylR^{14})$ ,  $-SO_2R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with  $R^2$ , cyano, nitro, lower alkenyl and  
15 lower alkynyl;  
wherein  $R^2$  is one or more substituents independently selected from H, halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-CO_2R^3$ ,  $-COR^3$ ,  $-CONR^3R^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted phenylalkylenyl, optionally  
20 substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;  
25 wherein  $R^3$  is selected from H, lower alkyl, phenyl, 5-6 membered heterocyclyl,  $C_3-C_6$  cycloalkyl, and lower haloalkyl;  
wherein  $R^4$  is independently selected from  $C_2-C_4$  alkylenyl,  $C_2-C_4$  alkenylenyl and  $C_2-C_4$  alkynylenyl, where one of the  
30  $CH_2$  groups may be substituted with an oxygen atom or an  $-NH-$ ;  
wherein  $R^5$  is selected from H, lower alkyl, phenyl and lower aralkyl; and  
wherein  $R^6$  is selected from H or  $C_{1-6}$ -alkyl;

wherein  $R^{14}$  is selected from H, phenyl, 5-6 membered heterocyclyl and  $C_3-C_6$  cycloalkyl; and pharmaceutically acceptable salts thereof; provided A is not naphthyl when X is  $-C(O)NH-$  and when  $R^1$  is phenyl when Y is  $-NCH_2-$  and when R is 4-pyridyl; and further provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl when Y is  $-NHCH_2-$ .

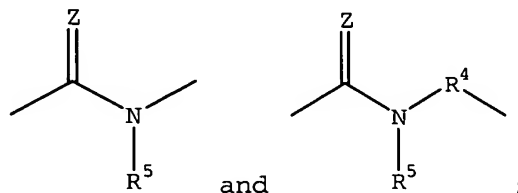
41. A method of treating proliferative disorders in a mammal, said method comprising administering an effective amount of a compound of Formula I



wherein each of  $A^1$  and  $A^2$  is independently C or N; wherein ring A is selected from

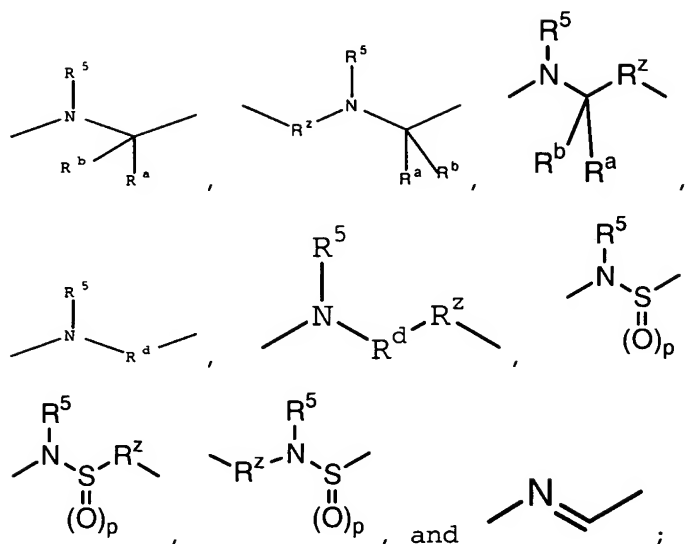
- 5- or 6-membered partially saturated heterocyclyl,
- 5- or 6-membered heteroaryl,
- 9- or 10-membered fused partially saturated heterocyclyl,
- 9-, 10- or 11-membered fused heteroaryl;
- naphthyl, and
- 4-, 5- or 6- membered cycloalkenyl;

wherein X is selected from



wherein Z is oxygen or sulfur;

wherein Y is selected from



5 wherein p is 0 to 2,

wherein  $\text{R}^a$  and  $\text{R}^b$  are independently selected from H, halo, cyano,  $-\text{NHR}^6$  and  $\text{C}_{1-4}$ -alkyl substituted with  $\text{R}^2$ , or wherein  $\text{R}^a$  and  $\text{R}^b$  together form  $\text{C}_3$ - $\text{C}_6$  cycloalkyl;

10 wherein  $\text{R}^z$  is selected from  $\text{C}_1$ - $\text{C}_4$  alkylene, where one of the  $\text{CH}_2$  groups may be substituted with an oxygen atom or an  $-\text{NH}-$ ;

wherein  $\text{R}^d$  is cycloalkyl;

wherein R is selected from

15 a) substituted or unsubstituted 5-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-, 10- or 11-membered heterocyclyl;

20 wherein substituted R is substituted with one or more substituents independently selected from halo,  $-\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{SO}_2\text{R}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{OR}^3$ ,  $-\text{NR}^3\text{C}(\text{O})\text{R}^3$ , cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with  $\text{R}^2$ , cyano, nitro, lower alkenyl and lower alkynyl;

25 wherein  $\text{R}^1$  is selected from

- a) substituted or unsubstituted 6-10 membered aryl,  
b) substituted or unsubstituted 5-6 membered heterocyclyl,  
c) substituted or unsubstituted 9-11 membered fused  
5 heterocyclyl,  
d) cycloalkyl, and  
e) cycloalkenyl,  
wherein substituted  $R^1$  is substituted with one or more substituents independently selected from halo,  $-OR^3$ ,  
10  $-SR^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-NH(C_1-C_4$  alkylenyl $R^{14})$ ,  $-SO_2R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl  
15 substituted with  $R^2$ , cyano, nitro, lower alkenyl and lower alkynyl;  
wherein  $R^2$  is one or more substituents independently selected from H, halo,  $-OR^3$ , oxo,  $-SR^3$ ,  $-CO_2R^3$ ,  $-COR^3$ ,  $-CONR^3R^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl,  
20 optionally substituted phenylalkylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower  
25 aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;  
wherein  $R^3$  is selected from H, lower alkyl, phenyl, 5-6 membered heterocyclyl,  $C_3-C_6$  cycloalkyl, and lower haloalkyl;  
wherein  $R^4$  is independently selected from  $C_2-C_4$  alkylenyl,  
30  $C_2-C_4$  alkenylenyl and  $C_2-C_4$  alkynylenyl, where one of the  $CH_2$  groups may be substituted with an oxygen atom or an  $-NH-$ ;  
wherein  $R^5$  is selected from H, lower alkyl, phenyl and lower aralkyl; and

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wherein R<sup>6</sup> is selected from H or C<sub>1-6</sub>-alkyl;

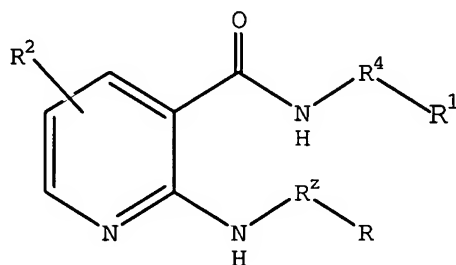
wherein R<sup>14</sup> is selected from H, phenyl, 5-6 membered heterocyclyl and C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

and pharmaceutically acceptable salts thereof;

- 5 provided A is not naphthyl when X is -C(O)NH- and when R<sup>1</sup> is phenyl when Y is -NCH<sub>2</sub>- and when R is 4-pyridyl; and further provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl when Y is -NHCH<sub>2</sub>-.

- 10 42. Method of Claim 12 wherein the disorder is inflammation or an inflammation-related disorder.

43. A compound of Claim 1 having Formula II'



II'

wherein R is selected from

- a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and
- 20 b) unsubstituted or substituted 9- or 10-membered fused heteroaryl,
- where substituted R is substituted with one or more substituents selected from halo, amino, oxo, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkylamino, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-
- 25

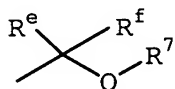
C<sub>1-6</sub>-alkoxy, and optionally substituted  
heterocyclyl-C<sub>2-4</sub>-alkynyl;

wherein R<sup>1</sup> is selected from unsubstituted or substituted  
aryl,

5           cycloalkyl,  
            5-6 membered heteroaryl and  
            9-10 membered bicyclic and 13-14 membered  
            tricyclic heterocyclyl,

wherein substituted R<sup>1</sup> is substituted with one or more

10           substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
            substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
            phenyl, optionally substituted phenyl-C<sub>1-4</sub>-alkylenyl,  
            C<sub>1-2</sub>-haloalkoxy, optionally substituted 4-6 membered  
15           heterocyclyl-C<sub>1-4</sub>-alkyl, optionally substituted 4-6  
            membered heterocyclyl-C<sub>2-4</sub>-alkenyl, optionally  
            substituted 4-6 membered heterocyclyl, optionally  
            substituted phenyloxy, optionally substituted 4-6  
            membered heterocyclyloxy, optionally substituted 4-6  
            membered heterocyclyl-C<sub>1-4</sub>-alkoxy, optionally  
20           substituted 4-6 membered heterocyclylsulfonyl,  
            optionally substituted 4-6 membered heterocyclylamino,  
            optionally substituted 4-6 membered  
            heterocyclylcarbonyl, optionally substituted 5-6  
            membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-  
25           haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, oxo,  
            cyano, -NHC(O)NH<sub>2</sub>, alkylcarbonylamino, aminosulfonyl,  
            C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-  
            alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-  
            alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-alkoxycarbonyl,  
30           C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-hydroxyalkyl,

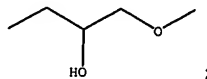


and C<sub>1-4</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently  
selected from

5 H,  
halo,  
hydroxy,  
amino,  
C<sub>1-6</sub>-alkyl,  
C<sub>1-6</sub>-haloalkyl,  
C<sub>1-6</sub>-alkoxy,  
C<sub>1-2</sub>-alkylamino,  
aminosulfonyl,  
10 C<sub>3-6</sub>-cycloalkyl,  
cyano,  
C<sub>1-2</sub>-hydroxyalkyl,  
nitro,  
C<sub>2-3</sub>-alkenyl,  
15 C<sub>2-3</sub>-alkynyl,  
C<sub>1-6</sub>-haloalkoxy,  
C<sub>1-6</sub>-carboxyalkyl,  
5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
unsubstituted or substituted phenyl and  
20 unsubstituted or substituted 5-6 membered  
heterocyclyl;

wherein R<sup>4</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and



25 wherein R<sup>2</sup> is selected from C<sub>1-2</sub>-alkyl, C<sub>2-6</sub>-branched alkyl,  
C<sub>2-4</sub>-branched haloalkyl, amino-C<sub>1-4</sub>-alkyl and C<sub>1-2</sub>-  
alkylamino-C<sub>1-2</sub>-alkyl;  
wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-  
haloalkyl; and  
wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally  
30 substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-  
alkyl, optionally substituted 4-6 membered  
heterocyclyl, optionally substituted 4-6 membered

heterocyclyl-C<sub>1</sub>-C<sub>3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl; provided R<sup>2</sup> is not H, or provided R<sup>1</sup> is not heteroaryl or aryl, or provided R is substituted with optionally substituted heterocyclyl-C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkylamino, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, or optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl, or provided R<sup>1</sup> is substituted with optionally substituted phenyloxy, optionally substituted 5-6 membered heterocyclyloxy, optionally substituted 5-6 membered heterocyclylsulfonyl, optionally substituted 5-6 membered heterocyclylamino, optionally substituted 5-6 membered heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, or C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy; further provided R is not 3-pyridyl when R<sup>5</sup> is CH<sub>2</sub>; and pharmaceutically acceptable isomers and derivatives thereof.

44. Compound of Claim 43 wherein R is selected from 4-pyridyl, 3-pyridyl, 2-pyridyl, pyrimidinyl, triazolyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, naphthyridinyl and quinoxalinyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperidinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl,

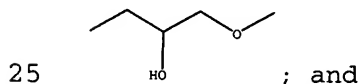
- naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinoxalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, dihydro-benzimidazolyl, benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl,

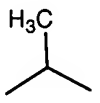
"SECRET"

- hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-
- 5 di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy,
- 10 phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and
- 15 ethoxy; wherein  $R^2$  is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl,
- 20 morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl;

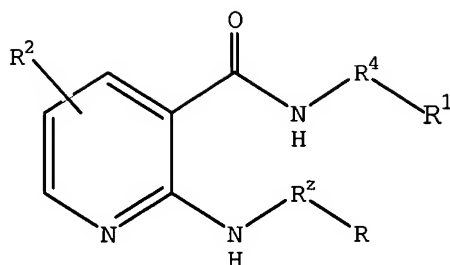
wherein  $R^4$  is selected from a direct bond, ethyl, butyl, and



wherein  $R^2$  is selected from methylenyl, ethylenyl, , and aminoethylenyl;

and pharmaceutically acceptable derivatives thereof.

- 30 45. A compound of Claim 1 having Formula XI



wherein R is selected from

- a) unsubstituted or substituted 5- or 6-membered  
nitrogen-containing heteroaryl, and  
b) unsubstituted or substituted 9- or 10-membered  
fused heteroaryl,

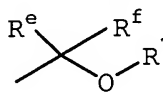
where substituted R is substituted with one or more  
substituents selected from halo, amino, hydroxy,  
C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-6</sub>-alkoxy, optionally  
substituted heterocyclyl-C<sub>1-6</sub>-alkoxy, optionally  
substituted heterocyclyl-C<sub>1-6</sub>-alkylamino,  
optionally substituted heterocyclyl-C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-  
alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-  
alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, and  
optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl;

wherein R<sup>1</sup> is a ring selected from unsubstituted or  
substituted

- 4-6 membered saturated or partially un-saturated  
monocyclic heterocyclyl,  
9-10 membered saturated or partially un-saturated  
bicyclic heterocyclyl, and  
13-14 membered saturated or partially un-  
saturated tricyclic heterocyclyl,

wherein substituted R<sup>1</sup> is substituted with one or more  
substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally  
substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted  
phenyl, optionally substituted phenyl-C<sub>1-4</sub>-alkylenyl,  
C<sub>1-2</sub>-haloalkoxy, optionally substituted 4-6 membered

heterocyclyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, optionally substituted 4-6  
 membered heterocyclyl-C<sub>2</sub>-C<sub>4</sub>-alkenyl, optionally  
 substituted 4-6 membered heterocyclyl, optionally  
 substituted phenyloxy, optionally substituted 4-6  
 5 membered heterocyclyloxy, optionally substituted 4-6  
 membered heterocyclyl-C<sub>1</sub>-C<sub>4</sub>-alkoxy, optionally  
 substituted 4-6 membered heterocyclylsulfonyl,  
 optionally substituted 4-6 membered heterocyclylamino,  
 optionally substituted 4-6 membered  
 10 heterocyclylcarbonyl, optionally substituted 5-6  
 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-  
 haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, oxo,  
 cyano, aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl,  
 C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-  
 15 alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-  
 alkoxy, C<sub>1-4</sub>-alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-</sub>

4-alkyl, C<sub>1-4</sub>-hydroxyalkyl,  and C<sub>1-4</sub>-alkoxy;

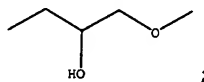
wherein R<sup>2</sup> is one or more substituents independently  
 selected from

20 H,  
 halo,  
 hydroxy,  
 amino,  
 C<sub>1-6</sub>-alkyl,  
 25 C<sub>1-6</sub>-haloalkyl,  
 C<sub>1-6</sub>-alkoxy,  
 C<sub>1-2</sub>-alkylamino,  
 aminosulfonyl,  
 C<sub>3-6</sub>-cycloalkyl,  
 30 cyano,  
 C<sub>1-2</sub>-hydroxyalkyl,  
 nitro,  
 C<sub>2-3</sub>-alkenyl,

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C<sub>2-3</sub>-alkynyl,  
 C<sub>1-6</sub>-haloalkoxy,  
 C<sub>1-6</sub>-carboxyalkyl,  
 5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
 5 unsubstituted or substituted phenyl and  
 unsubstituted or substituted 5-6 membered  
 heterocyclyl;

wherein R<sup>4</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and



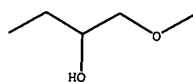
- 10 wherein R<sup>2</sup> is selected from C<sub>1-2</sub>-alkyl, C<sub>2-6</sub>-branched alkyl,  
 C<sub>2-4</sub>-branched haloalkyl, amino-C<sub>1-4</sub>-alkyl and C<sub>1-2</sub>-  
 alkylamino-C<sub>1-2</sub>-alkyl;  
 wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-  
 haloalkyl; and
- 15 wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally  
 substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-  
 alkyl, optionally substituted 4-6 membered  
 heterocyclyl, optionally substituted 4-6 membered  
 heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-  
 20 alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;  
 and pharmaceutically acceptable isomers and derivatives  
 thereof.

46. A compound of Claim 45 wherein R is selected from
- 25 4-pyridyl, 3-pyridyl, 2-pyridyl, pyrimidinyl, triazolyl,  
 pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl,  
 isoquinolyl, benzotriazolyl, naphthyridinyl and  
 quinoxalinyl, where R is unsubstituted or substituted with  
 one or more substituents selected from chloro, fluoro,  
 30 amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl,  
 dimethylaminopropynyl, 1-methylpiperidinylmethoxy,  
 dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>1</sup> is  
 selected from 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-

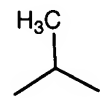
- isoquinolyl, 2,3-dihydro-1H-indolyl, dihydro-benzimidazolyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, and tetrahydroquinolinyl, where R<sup>1</sup> is unsubstituted or
- 5 substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-
- 10 methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-
- 15 ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl,
- 20 pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-
- 25 5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl,
- 30 trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl,

EQUATE TESTS

trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenoxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R<sup>2</sup> is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl; wherein R<sup>4</sup> is selected from a direct bond, ethyl, butyl, and

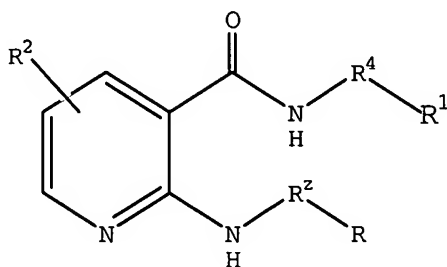


; and



wherein R<sup>2</sup> is selected from methylenyl, ethylenyl, and aminoethylenyl; and pharmaceutically acceptable derivatives thereof.

47. A compound of Claim 1 having Formula XI



**XI**

wherein R is selected from

- a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and
- b) unsubstituted or substituted 9- or 10-membered fused heteroaryl,

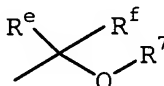
where substituted R is substituted with one or more substituents selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkylamino, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, and optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl;

- 15 wherein R<sup>1</sup> is selected from unsubstituted or substituted aryl, cycloalkyl, 5-6 membered heteroaryl and 9-10 membered bicyclic and 13-14 membered tricyclic heterocyclyl,
- 20

wherein substituted R<sup>1</sup> is substituted with one or more substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1</sub>.C<sub>4</sub>-alkylenyl, C<sub>1-2</sub>-haloalkoxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1</sub>.C<sub>4</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl-C<sub>2</sub>.C<sub>4</sub>-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1</sub>.C<sub>4</sub>-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered

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heterocyclylcarbonyl, optionally substituted 5-6  
 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-  
 haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy,  
 cyano, aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl,  
 5 C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-  
 alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-  
 alkoxy, C<sub>1-4</sub>-alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-</sub>

4-alkyl, C<sub>1-4</sub>-hydroxyalkyl,  and C<sub>1-4</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently

10 selected from

halo,

hydroxy,

amino,

C<sub>1-6</sub>-alkyl,

15 C<sub>1-6</sub>-haloalkyl,

C<sub>1-6</sub>-alkoxy,

C<sub>1-2</sub>-alkylamino,

aminosulfonyl,

C<sub>3-6</sub>-cycloalkyl,

20 cyano,

C<sub>1-2</sub>-hydroxyalkyl,

nitro,

C<sub>2-3</sub>-alkenyl,

C<sub>2-3</sub>-alkynyl,

25 C<sub>1-6</sub>-haloalkoxy,

C<sub>1-6</sub>-carboxyalkyl,

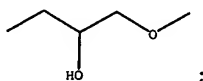
5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,

unsubstituted or substituted phenyl and

unsubstituted or substituted 5-6 membered

30 heterocyclyl;

wherein R<sup>4</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and



wherein R<sup>z</sup> is selected from C<sub>1-2</sub>-alkyl, C<sub>2-6</sub>-branched alkyl, C<sub>2-4</sub>-branched haloalkyl, amino-C<sub>1-4</sub>-alkyl and C<sub>1-2</sub>-alkylamino-C<sub>1-2</sub>-alkyl;

wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl; and

wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;

and pharmaceutically acceptable isomers and derivatives thereof.

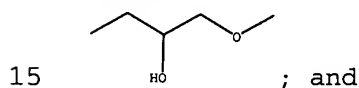
48. A compound of Claim 47 wherein R is selected from 4-pyridyl, 3-pyridyl, 2-pyridyl, pyrimidinyl, triazolyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, benzotriazolyl, naphthyridinyl and quinoxalinyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperidinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinoxalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, dihydro-benzimidazolyl, benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is

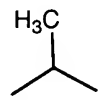
- unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl,
- 5 phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-
- 10 Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl,
- 15 pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl,
- 20 aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl,
- 25 hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-
- 30 di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy,

"EQUATE" TEST

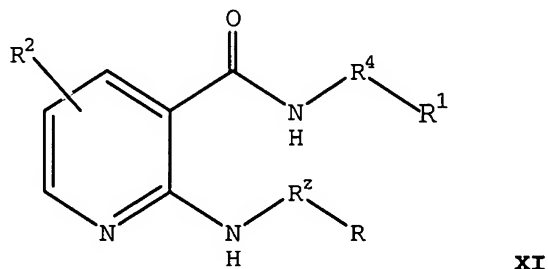
pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and  
 5 ethoxy; wherein  $R^2$  is selected from chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino,  
 10 propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl;  
 wherein  $R^4$  is selected from a direct bond, ethyl, butyl, and



wherein  $R^z$  is selected from methylenyl, ethylenyl, ,  
 and aminoethylenyl;  
 and pharmaceutically acceptable derivatives thereof.

20 49. A compound of Claim 1 having Formula XI



wherein R is selected from

25 a) unsubstituted or substituted 5- or 6-membered  
 nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused heteroaryl,

where substituted R is substituted with one or more substituents selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkylamino, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, and optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl;

wherein R<sup>1</sup> is selected from unsubstituted or substituted aryl, cycloalkyl, 5-6 membered heteroaryl and 9-10 membered bicyclic and 13-14 membered tricyclic heterocyclyl,

wherein substituted R<sup>1</sup> is substituted with one or more substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1</sub>.C<sub>4</sub>-alkylenyl, C<sub>1-2</sub>-haloalkoxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1</sub>.C<sub>4</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl-C<sub>2</sub>.C<sub>4</sub>-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocycliloxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1</sub>.C<sub>4</sub>-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy,

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wherein R<sup>z</sup> is selected from C<sub>1-2</sub>-alkyl, C<sub>2-6</sub>-branched alkyl, C<sub>2-4</sub>-branched haloalkyl, amino-C<sub>1-4</sub>-alkyl and C<sub>1-2</sub>-alkylamino-C<sub>1-2</sub>-alkyl;

wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl; and

wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;

provided R<sup>1</sup> is substituted with optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, or C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy; further provided R is not 3-pyridyl when R<sup>5</sup> is CH<sub>2</sub>;

and pharmaceutically acceptable isomers and derivatives thereof.

25

50. A compound of Claim 49 wherein R is selected from 4-pyridyl, 3-pyridyl, 2-pyridyl, pyrimidinyl, triazolyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, benzotriazolyl, naphthyridinyl and quinoxalinyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperidinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>1</sup> is

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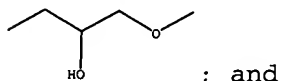
- selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, 5 isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinoxalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, 10 benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4- 15 methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4- 20 morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1- 25 Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, 30 methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-

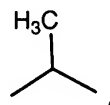
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- trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-
- 5 hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl,
- 10 dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-
- 15 methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein  $R^2$  is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy,
- 20 trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl;

- 25 wherein  $R^4$  is selected from a direct bond, ethyl, butyl, and

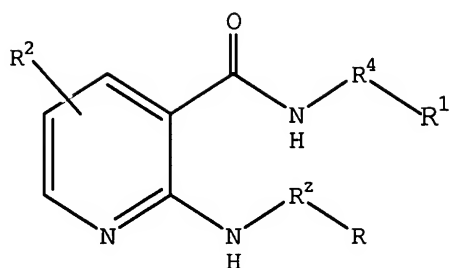


wherein  $R^2$  is selected from methylenyl, ethylenyl, , and aminoethylenyl;

and pharmaceutically acceptable derivatives thereof.

30

51. A compound of Claim 1 having Formula II'



II'

wherein R is selected from

- 5 a) unsubstituted or substituted 5- or 6-membered non-nitrogen-containing heterocyclyl, and
- b) unsubstituted or substituted 9- or 10-membered fused partially unsaturated heterocyclyl,

where R is substituted with one or more substituents  
 10 selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkylamino, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, and  
 15 optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl;

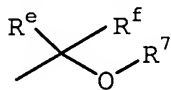
wherein R<sup>1</sup> is selected from unsubstituted or substituted aryl,

- 20 cycloalkyl,
- 5-6 membered heteroaryl and
- 9-10 membered bicyclic and 13-14 membered tricyclic heterocyclyl,

wherein substituted R<sup>1</sup> is substituted with one or more

- 25 substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-C4</sub>-alkylenyl, C<sub>1-2</sub>-haloalkoxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-C4</sub>-alkyl, optionally substituted 4-6

membered heterocyclyl-C<sub>2</sub>-C<sub>4</sub>-alkenyl, optionally  
 substituted 4-6 membered heterocyclyl, optionally  
 substituted phenyloxy, optionally substituted 4-6  
 membered heterocycliloxy, optionally substituted 4-6  
 5 membered heterocyclyl-C<sub>1</sub>-C<sub>4</sub>-alkoxy, optionally  
 substituted 4-6 membered heterocyclylsulfonyl,  
 optionally substituted 4-6 membered heterocyclylamino,  
 optionally substituted 4-6 membered  
 heterocyclylcarbonyl, optionally substituted 5-6  
 10 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-  
 haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, oxo,  
 -NHC(O)NH<sub>2</sub>, alkylcarbonylamino, cyano, aminosulfonyl,  
 C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-  
 alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-  
 15 alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-alkoxycarbonyl,  
 C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-hydroxyalkyl,



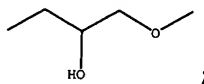
and C<sub>1-4</sub>-alkoxy;

wherein R<sup>2</sup> is one or more substituents independently  
 selected from

20 H,  
 halo,  
 hydroxy,  
 amino,  
 C<sub>1-6</sub>-alkyl,  
 25 C<sub>1-6</sub>-haloalkyl,  
 C<sub>1-6</sub>-alkoxy,  
 C<sub>1-2</sub>-alkylamino,  
 aminosulfonyl,  
 C<sub>3-6</sub>-cycloalkyl,  
 30 cyano,  
 C<sub>1-2</sub>-hydroxyalkyl,  
 nitro,  
 C<sub>2-3</sub>-alkenyl,

C<sub>2-3</sub>-alkynyl,  
C<sub>1-6</sub>-haloalkoxy,  
C<sub>1-6</sub>-carboxyalkyl,  
5-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
5 unsubstituted or substituted phenyl and  
unsubstituted or substituted 5-6 membered  
heterocyclyl;

wherein R<sup>4</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and



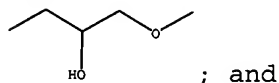
- 10 wherein R<sup>2</sup> is selected from C<sub>1-2</sub>-alkyl, C<sub>2-6</sub>-branched alkyl,  
C<sub>2-4</sub>-branched haloalkyl, amino-C<sub>1-4</sub>-alkyl and C<sub>1-2</sub>-  
alkylamino-C<sub>1-2</sub>-alkyl;  
wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-  
haloalkyl; and
- 15 wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally  
substituted phenyl-C<sub>1-3</sub>-alkyl, optionally substituted  
4-6 membered heterocyclyl, optionally substituted 4-6  
membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-  
alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-  
20 C<sub>1-3</sub>-alkyl;  
and pharmaceutically acceptable isomers and derivatives  
thereof.

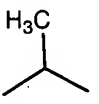
52. A compound of Claim 50 wherein R is selected from
- 25 2,3-dihydrobenzofuryl, and tetrahydropyran, where R is  
unsubstituted or substituted with one or more substituents  
selected from chloro, fluoro, amino, hydroxy, methyl, ethyl,  
propyl, trifluoromethyl, dimethylaminopropynyl, 1-  
methylpiperidinylmethoxy, dimethylaminoethoxyethoxy, methoxy  
30 and ethoxy; wherein R<sup>1</sup> is selected from phenyl,  
tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl,  
isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl,  
pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl,

- 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinoxalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinoliny, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl,

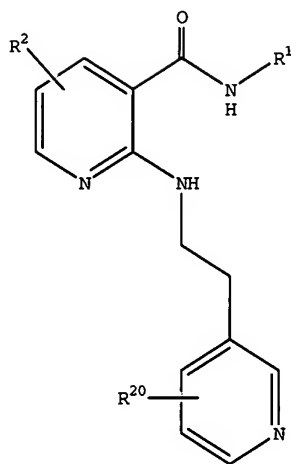
dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, 5 trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-10 pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R<sup>2</sup> is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, 15 aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from 20 thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl; wherein R<sup>4</sup> is selected from a direct bond, ethyl, butyl, and



wherein R<sup>z</sup> is selected from methylenyl, ethylenyl, , 25 and aminoethylenyl; and pharmaceutically acceptable derivatives thereof.

53. A compound of Claim 1 having Formula XII



XII

wherein  $R^1$  is selected from unsubstituted or substituted  
aryl,  
5 cycloalkyl,  
5-6 membered heteroaryl and  
9-10 membered bicyclic and 13-14 membered tricyclic  
heterocyclyl,

wherein substituted  $R^1$  is substituted with one or more  
10 substituents selected from halo,  $C_{1-6}$ -alkyl, optionally  
substituted  $C_{3-6}$ -cycloalkyl, optionally substituted  
phenyl, optionally substituted phenyl- $C_{1-4}$ -alkylenyl,  
 $C_{1-2}$ -haloalkoxy, optionally substituted 4-6 membered  
heterocyclyl- $C_{1-4}$ -alkyl, optionally substituted 4-6  
15 membered heterocyclyl- $C_{2-4}$ -alkenyl, optionally  
substituted 4-6 membered heterocyclyl, optionally  
substituted phenyloxy, optionally substituted 4-6  
membered heterocycliloxy, optionally substituted 4-6  
membered heterocyclyl- $C_{1-4}$ -alkoxy, optionally  
20 substituted 4-6 membered heterocyclylsulfonyl,  
optionally substituted 4-6 membered heterocyclylamino,  
optionally substituted 4-6 membered  
heterocyclylcarbonyl, optionally substituted 5-6  
membered heterocyclyl- $C_{1-4}$ -alkylcarbonyl,  $C_{1-2}$ -  
25 haloalkyl,  $C_{1-4}$ -aminoalkyl, nitro, amino, hydroxy,



optionally substituted 4-6 membered heterocyclyl-C<sub>1</sub>-C<sub>3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl; and

wherein R<sup>20</sup> is one or more substituents selected from halo,

- 5 amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkylamino, optionally substituted heterocyclyl-C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, and optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl;
- 10

and pharmaceutically acceptable isomers and derivatives thereof.

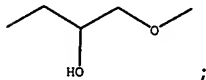
- 15 54. Compound of Claim 53 wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinoxalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, 20 benzothienyl, benzofuryl, dihydro-benzimidazolyl, benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, 25 aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-
- 30

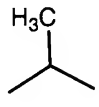
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(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R<sup>2</sup> is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy,

ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

- 5 furanyl, pyridyl, imidazolyl, and pyrazolyl; wherein R<sup>4</sup> is selected from a direct bond, ethyl, butyl, and



wherein R<sup>2</sup> is selected from methylenyl, ethylenyl, , and aminoethylenyl; and

- 10 wherein R<sup>20</sup> is one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperidinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy;
- 15 and pharmaceutically acceptable derivatives thereof.

55. Compound of Claim 1 and pharmaceutically acceptable derivatives thereof selected from

- 20 N-[3-(Isopropyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- N-(3-Isoquinolyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- 25 N-[4-Isopropylphenyl]{2-[(2-(3-pyridyl)ethyl)amino](3-pyridyl)}carboxamide;
- N-[4-(tert-Butyl)phenyl]{2-[(2-(3-pyridyl)ethyl)amino](3-pyridyl)}carboxamide;
- N-[4-(Methylpropyl)phenyl]{2-[(2-(3-pyridyl)ethyl)amino](3-pyridyl)}carboxamide;
- 30 {2-[(2-(3-Pyridyl)ethyl)amino](3-pyridyl)}-N-[3-(trifluoromethyl)phenyl]carboxamide;

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- (2-[(4-Pyridylmethyl)amino](3-pyridyl))-N-[4-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]phenyl]carboxamide;  
N-[5-(tert-Butyl)isoxazol-3-yl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
5 N-[5-(tert-Butyl)-1-methylpyrazol-3-yl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
N-[4-(tert-Butyl)(1,3-thiazol-2-yl)]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
10 N-[5-(tert-Butyl)(1,3,4-thiadiazol-2-yl)]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
N-[4-(4-Hydroxybutyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
N-[2-(4-Chlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)}carboxamide;  
15 5-Bromo-N-[2-(4-chlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;  
N-[2-(4-Phenoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;  
20 N-[2-(4-Methoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;  
N-[2-(3,4-Dimethoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;  
N-[2-(4-Hydroxy-3-ethoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;  
25 N-[2-(4-Fluorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;  
N-[2-(4-(tert-Butyl)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;  
30 N-[2-(3-Fluorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;  
N-[2-(3-Chlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;

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- N*-[2-(3-(Trifluoromethyl)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- N*-[2-(3-Ethoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- 5 *N*-[2-(3,4-Dimethylphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- N*-[2-(1,3-Benzodioxol-5-yl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- N*-[2-(4-Methylphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- 10 *N*-[2-(4-Hydroxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- N*-[2-(3,4-Dimethoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- 15 *N*-[2-(4-Bromophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- N*-[2-(3,4-Dichlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- N*-[2-(4-(Fluorosulfonyl)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- 20 *N*-[2-(3,5-(Dimethoxy)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- N*-[2-(2,4-Dichlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- 25 *N*-[2-(2-Fluorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- N*-[2-(2-Chlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- N*-[2-(4-(Aminosulphonyl)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- 30 *N*-[2-(2-Thienyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- N*-[2-(Pyridin-2-yl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

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- N-[2-(Pyridin-3-yl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- N-[2-(Pyridin-4-yl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- 5 N-(4-Phenylbutyl)-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- N-(2-Hydroxy-3-phenoxypropyl)-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;
- {6-Chloro-5-fluoro-2-[(4-pyridylmethyl)amino] (3-pyridyl)}-N-
- 10 [4-(isopropyl)phenyl]carboxamide;
- {5-Fluoro-2-[(4-pyridylmethyl)amino] (3-pyridyl)}-N-[4-(isopropyl)phenyl]carboxamide;
- 2-[ (Pyridin-4-ylmethyl)amino]-N-[4-*tert*-butyl-3-(1,2,3,6-tetrahydropyridin-4-yl)phenyl] (3-pyridyl)carboxamide;
- 15 N-(3,4-Dichlorophenyl) {6-[(2-morpholin-4-ylethyl)amino]-2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;
- N-[4-(Morpholin-4-ylmethyl)phenyl] {2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;
- N-(4-{2-[(*tert*-Butoxy)carbonylamino]ethyl}phenyl) {2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;
- 20 N-[4-(2-Aminoethyl)phenyl] {2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;
- N-[4-(*tert*-Butyl)-3-nitrophenyl] {2-[(2-pyridylmethyl)amino] (3-pyridyl)}carboxamide;
- 25 N-[3-Amino-4-(*tert*-butyl)phenyl] {2-[(2-pyridylmethyl)amino] (3-pyridyl)}carboxamide;
- N-[4-(Isopropyl)phenyl] {2-[(2-pyridylmethyl)amino] (3-pyridyl)}carboxamide;
- N-(3-Aminosulfonyl-4-chlorophenyl) {2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;
- 30 N-{3-[(4-Methylpiperazinyl)sulfonyl]phenyl} {2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;
- N-[4-(1,1,2,2,2-Pentafluoroethyl)phenyl] {2-[(4-pyridylmethyl)amino] (3-pyridyl)}carboxamide;

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- N-[4-(1,1,2,2,3,3,4,4,4-Nonafluorobutyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- N-[4-(Isopropyl)phenyl]{2-[(2-(1,2,4-triazolyl)ethyl)amino](3-pyridyl)}carboxamide;
- 5 (2-[[2-(2-Pyridylamino)ethyl]amino](3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;
- {2-[(1-(2-Pyridyl)pyrrolidin-3-yl)amino](3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;
- 2-[(Pyridin-4-ylmethyl)-amino]-N-(3-trifluoromethyl-phenyl)-
- 10 nicotinamide
- {2-[(4-Pyridylmethyl)amino](3-pyridyl))-N-(8-quinolyl)carboxamide hydrochloride;
- N-[4-(4-Chlorophenoxy)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;
- 15 {2-[(4-Pyridylmethyl)amino](3-pyridyl))-N-(2,3,4-trifluorophenyl)carboxamide hydrochloride;
- N-(2-Naphthyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;
- N-(2-Phenoxyphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;
- 20 {2-[(4-Pyridylmethyl)amino](3-pyridyl))-N-(5,6,7,8-tetrahydronaphthyl)carboxamide hydrochloride;
- N-(2H-Benzo[3,4-d]1,3-dioxolen-5-yl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide
- 25 hydrochloride;
- N-Naphthyl{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;
- N-[3-Benzylphenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;
- 30 N-(Cyclohexylethyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;
- N-(Cyclohexylethyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

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- N-Indan-2-yl{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;
- N-[4-(tert-Butyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- 5 N-[4-(Methylpropyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- Methylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- {2-[(4-Pyridylmethyl)amino](3-pyridyl)}-N-[4-trifluoromethoxy)phenyl]carboxamide;
- 10 N-(4-Ethylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- N-(4-Butylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- 15 N-(4-Iodophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- N-[3-(Hydroxyethyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- N-(3-Ethylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- 20 Ethyl 2-methyl-5-[3-({2-[(4-pyridylmethyl)amino](3-pyridyl)}carbonylamino)phenyl]furan-3-carboxylate;
- N-(3-Phenylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- 25 N-[4-Benzylphenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- N-(6-Ethyl(2-pyridyl)){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- N-(6-Propyl(2-pyridyl)){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- 30 N-[4-(tert-Butyl)(2-pyridyl)]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;
- N-(3-Hydroxyphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(Methylethyl)(2-pyridyl)]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-Chloro-3-(trifluoromethyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(4-Phenoxyphenyl){2-[(2-(2-pyridyl)ethyl)amino](3-pyridyl)}carboxamide;

15 N-(4-Phenoxyphenyl){2-[(2-(3-pyridyl)ethyl)amino](3-  
pyridyl)}carboxamide;

20 N-(1-Acetylinolin-6-yl) (2-[(4-pyridylmethyl)amino] (3-pyridyl) )carboxamide;

N-Indol-6-yl(2-[(4-pyridylmethyl)amino](3-pyridyl))carboxamide;

N-Indol-7-yl(2-[(4-pyridylmethyl)amino](3-pyridyl))carboxamide;

30 N-[3-(tert-Butyl)pyrazol-5-yl]{2-[(4-pyridylmethyl)amino](3-  
pyridyl)}carboxamide;

N-{2-[2-(dimethylamino)ethoxy]-5-(tert-butyl)phenyl}{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

[illegible]

- N-[3-[3-(Dimethylamino)propyl]-5-(trifluoromethyl)phenyl]-  
{2-[ (4-pyridylmethyl) amino] (3-pyridyl) }carboxamide;  
N-[4-(tert-Butyl)-3-(3-piperidylpropyl)phenyl]{2-[ (4-  
pyridylmethyl) amino] (3-pyridyl) }carboxamide;  
5 N-[4-(tert-Butyl)-3-(3-pyrrolidinylpropyl)phenyl]{2-[ (4-  
pyridylmethyl) amino] (3-pyridyl) }carboxamide;  
N-[3-((1E)-4-Pyrrolidinylbut-1-enyl)-4-(tert-  
butyl)phenyl]{2-[ (4-pyridylmethyl) amino] (3-  
pyridyl) }carboxamide;  
10 N-[4-(tert-Butyl)-3-(3-morpholin-4-ylpropyl)phenyl]{2-[ (4-  
pyridylmethyl) amino] (3-pyridyl) }carboxamide;  
N-[1-(2-Morpholin-4-ylethyl)indol-6-yl]{2-[ (4-  
pyridylmethyl) amino] (3-pyridyl) }carboxamide;  
N-[4-(tert-Butyl)phenyl]{2-[ (pyrimidin-4-ylmethyl) amino] (3-  
pyridyl) }carboxamide;  
15 N-(4-Chlorophenyl){2-[ (pyrimidin-4-ylmethyl) amino] (3-  
pyridyl) }carboxamide;  
{2-[ (Pyrimidin-4-ylmethyl) amino] (3-pyridyl) }-N-[3-  
(trifluoromethyl)phenyl]carboxamide;  
20 N-[4-(Isopropyl)phenyl]{4-[ (4-pyridylmethyl) amino]pyrimidin-  
5-yl}carboxamide;  
(2-[[ (2-[2-(Dimethylamino)ethoxy]ethoxy) (4-  
pyridyl) )methyl]amino) (3-pyridyl) )-N-[4-(tert-  
butyl)phenyl]carboxamide;  
25 {2-[ (4-Pyridylmethyl) amino] (3-pyridyl) }-N-[4-[2,2,2-  
trifluoro-1-(2-piperidylethoxy)-1-  
(trifluoromethyl)ethyl]phenyl]carboxamide;  
(2-[[ (2-[2-(Dimethylamino)ethoxy]ethoxy) (4-  
pyridyl) )methyl]amino)-6-fluoro(3-pyridyl) )-N-[3-  
30 (trifluoromethyl)phenyl]carboxamide;  
N-[4-(tert-Butyl)phenyl]{6-fluoro-2-[ (4-  
pyridylmethyl) amino] (3-pyridyl) }carboxamide;  
{6-Fluoro-2-[ (4-pyridylmethyl) amino] (3-pyridyl) }-N-[4-  
(isopropyl)phenyl]carboxamide;

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[illegible]

- N-(4-chlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
N-(3,4-dichlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}-carboxamide;  
5 N-(3-chlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
N-(4-chlorophenyl){3-[(4-pyridylmethyl)amino](2-pyridyl)}carboxamide;  
N-(4-chlorophenyl){3-[(6-quinolylmethyl)amino](2-pyridyl)}carboxamide;  
10 N-(3,4-dichlorophenyl){2-[(6-quinolylmethyl)amino](3-pyridyl)}-carboxamide;  
N-(4-chlorophenyl){6-methyl-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
15 N-(3,4-dichlorophenyl){6-methyl-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
N-(3-fluoro-4-methylphenyl){6-methyl-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
N-(3,4-dichlorophenyl){6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
20 N-(4-chlorophenyl){6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
{6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}-N-(3-fluorophenyl)carboxamide;  
25 N-(3-chlorophenyl){6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
N-(4-chlorophenyl){3-[(4-pyridylmethyl)amino](4-pyridyl)}carboxamide;  
N-(3-fluoro-4-methylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;  
30 N-(4-chlorophenyl){2-[(4-quinolylmethyl)amino](3-pyridyl)}carboxamide;  
N-(4-chlorophenyl){2-[(5-quinolylmethyl)amino](3-pyridyl)}carboxamide;

- N-(4-chlorophenyl){2-[(4-pyridylethyl)amino]-5-(3-thienyl)-(3-pyridyl)}carboxamide;
- N-(4-chlorophenyl){5-(4-methoxyphenyl)-2-[(4-pyridylmethyl)amino]-(3-pyridyl)}carboxamide;
- 5 N-(4-chlorophenyl){5-bromo-2-[(4-pyridylmethyl)amino]-(3-pyridyl)}carboxamide;
- 2-[[2-(1-Isopropyl-azetidin-3-ylmethoxy)-pyridin-4-ylmethyl]-amino]-N-(4-trifluoromethyl-phenyl)-nicotinamide;
- 10 N-(4-tert-Butyl-phenyl)-2-[[2-(1-isopropyl-azetidin-3-ylmethoxy)-pyridin-4-ylmethyl]-amino]-nicotinamide;
- 2-[(2,3-Dihydro-benzofuran-5-ylmethyl)-amino]-N-[4-[1-methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl]-nicotinamide;
- 15 N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(2,3-dihydro-benzofuran-5-ylmethyl)-amino]-nicotinamide;
- 2-[(2,3-Dihydro-benzofuran-5-ylmethyl)-amino]-N-[3,3-dimethyl-1-(1-Boc-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-nicotinamide;
- 20 2-[(2,3-Dihydro-benzofuran-5-ylmethyl)-amino]-N-[3,3-dimethyl-1-(1-methylpiperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-nicotinamide;
- N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(2-[2-(1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl)-amino]-nicotinamide;
- 25 2-[(2-[2-(1-Methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl)-amino]-N-(3-trifluoromethyl-phenyl)-nicotinamide;
- N-(4-tert-Butyl-phenyl)-2-[[2-ethylpyridin-4-ylmethyl]-amino]-nicotinamide;
- 30 N-(4-tert-Butyl-phenyl)-2-[(2-[2-(1-methyl-pyrrolidin-2-yl)-ethoxy]-pyridin-4-ylmethyl)-amino]-nicotinamide;

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2-({2-[2-(1-Methyl-pyrrolidin-2-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

N-(4-Pentafluoroethyl-phenyl)-2-({2-(2-pyrrolidin-1-yl-ethoxy)-pyridin-4-ylmethyl}-amino)-nicotinamide;

5 N-(4-tert-Butyl-phenyl)-2-({2-(2-pyrrolidin-1-yl-ethoxy)-pyridin-4-ylmethyl}-amino)-nicotinamide;

N-[3-(4-Boc-piperazin-1-ylmethyl)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

10 N-[3-(4-Boc-piperazine-1-carbonyl)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3-(4-Boc-piperazine-1-carbonyl)-5-trifluoromethyl-phenyl]-2-(2-pyridin-4-yl-ethylamino)-nicotinamide;

N-[3-(4-Methyl-piperazin-1-ylmethyl)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

15 N-[3-(4-Boc-piperazin-1-ylmethyl)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

2-({2-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl}-amino)-N-(4-trifluoromethyl-phenyl)-nicotinamide;

20 N-(4-tert-Butyl-phenyl)-2-({2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl}-amino)-nicotinamide;

2-({2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

25 N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3,3-Dimethyl-1-(1-methyl-piperidin-4-yl)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

30 N-(1-Boc-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3,3-Dimethyl-1-(1-Boc-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

- N-[3,3-Dimethyl-1-(1-methyl-piperidin-4-yl)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;
- 5 N-[1-(2-Dimethylamino-acetyl)-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-[1-(2-Dimethylamino-acetyl)-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- 10 2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-Boc-piperidin-4-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;
- N-[3,3-Dimethyl-1-(1-Boc-pyrrolidin-2-ylmethoxy)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;
- 15 N-[3,3-Dimethyl-1-(2-Boc-amino-acetyl)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-[3,3-Dimethyl-1-(2-Boc-amino-acetyl)-2,3-dihydro-1H-indol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- 20 2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-methyl-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;
- 2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-Boc-piperidin-4-ylmethyl)-5-trifluoromethyl-phenyl]-nicotinamide;
- 25 2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(4-Boc-piperazin-1-ylmethyl)-5-trifluoromethyl-phenyl]-nicotinamide;
- 30 2-[[2-(3-Morpholin-4-yl-propoxy)-pyridin-4-ylmethyl]-amino]-N-(4-pentafluoroethyl-phenyl)-nicotinamide;
- (S) 2-[[2-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-4-ylmethyl]-amino]-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

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- N-(3-tert-Butyl-isoxazol-5-yl)-2-{{2-(3-morpholin-4-yl-propoxy)-pyridin-4-ylmethyl}-amino}-nicotinamide;  
N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{{2-(3-morpholin-4-yl-propylamino)-pyridin-4-ylmethyl}-amino}-nicotinamide;  
5 N-(4-tert-Butyl-phenyl)-2-{{2-(3-morpholin-4-yl-propoxy)-pyridin-4-ylmethyl}-amino}-nicotinamide;  
N-(4-tert-Butyl-phenyl)-2-{{2-(2-morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl}-amino}-nicotinamide;  
10 2-{{2-(2-Morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl}-amino}-N-(4-trifluoromethyl-phenyl)-nicotinamide;  
2-{{2-(2-Morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl}-amino}-N-(3-trifluoromethyl-phenyl)-nicotinamide;  
2-{{2-(2-Morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl}-amino}-N-(4-pentafluoroethyl-phenyl)-nicotinamide;  
15 N-(3-tert-Butyl-isoxazol-5-yl)-2-{{2-(2-morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl}-amino}-nicotinamide;  
N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{{2-(2-morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl}-amino}-nicotinamide;  
20 N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{{2-(1-methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl}-amino}-nicotinamide;  
2-{{2-(1-Methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl}-amino}-N-(4-trifluoromethyl-phenyl)-nicotinamide;  
25 2-{{2-(1-Methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl}-amino}-N-(4-pentafluoroethyl-phenyl)-nicotinamide;  
2-{{2-(1-Methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl}-amino}-N-(4-tert-butyl-phenyl)-nicotinamide;  
30 (R) N-(4-tert-Butyl-phenyl)-2-{{2-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-4-ylmethyl}-amino}-nicotinamide;  
(R) N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

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- (R) N-[3-(1-Methyl-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- 5 N-[3-(1-Methyl-piperidin-4-yloxy)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-[3-(1-Methyl-piperidin-4-ylmethyl)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- 10 N-[3-tert-Butyl-4-(1-Boc-pyrrolidin-2-ylmethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-(3,3-Dimethyl-2,3-dihydro-benzofuran-6-yl)-2-{{2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl}-amino}-nicotinamide;
- 15 2-{{2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(4-trifluoromethyl-phenyl)-nicotinamide;
- 2-{{2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(3-trifluoromethyl-phenyl)-nicotinamide;
- 20 2-{{2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(4-tert-butyl-phenyl)-nicotinamide;
- 2-{{2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(3-tert-butyl-isoxazol-5-yl)-nicotinamide;
- 25 N-(3,3-Dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{{2-[3-(1-methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino}-nicotinamide;
- 2-[(Pyridin-4-ylmethyl)-amino]-N-(3,9,9-trimethyl-2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluoren-6-yl)-nicotinamide;
- 30 N-[3,3-Dimethyl-1-(1-Boc-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

- N-[3,3-Dimethyl-1-(1-methyl-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- 2-[[2-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino]-N-(4-pentafluoroethyl-phenyl)-nicotinamide;
- 5 N-(3-tert-Butyl-isoxazol-5-yl)-2-[[2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino]-nicotinamide;
- N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[[2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino]-nicotinamide;
- 10 N-(4-tert-Butyl-phenyl)-2-[[2-(3-morpholin-4-yl-propylamino)-pyrimidin-4-ylmethyl]-amino]-nicotinamide;
- 2-[[2-(3-Morpholin-4-yl-propylamino)-pyrimidin-4-ylmethyl]-amino]-N-(4-pentafluoroethyl-phenyl)-nicotinamide;
- 15 2-[[2-(3-Morpholin-4-yl-propylamino)-pyrimidin-4-ylmethyl]-amino]-N-(3-trifluoromethyl-phenyl)-nicotinamide;
- N-(4-tert-Butyl-phenyl)-2-((2-[2-(1-methyl-pyrrolidin-2-yl)-ethylamino]-pyrimidin-4-ylmethyl)-amino)-nicotinamide;
- 20 N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-((2-[2-(1-methyl-pyrrolidin-2-yl)-ethylamino]-pyrimidin-4-ylmethyl)-amino)-nicotinamide;
- 2-[[2-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino]-N-[3-(1-methyl-piperidin-4-yl)-5-trifluoromethyl-phenyl]-nicotinamide;
- 25 N-(3-tert-Butyl-isoxazol-5-yl)-2-[[2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino]-nicotinamide;
- N-[3-(1-Boc-azetidin-3-ylmethoxy)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- 30 2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-Boc-azetidin-3-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;
- 2-[(Pyridin-4-ylmethyl)-amino]-N-(2,2,4-trimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-nicotinamide;

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- N-(4-Acetyl-2,2-dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-(2,2-Dimethyl-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- 5 2-[[2-(1-Benzhydryl-azetidin-3-yloxy)-pyridin-4-ylmethyl]-amino]-N-(4-tert-butyl-phenyl)-nicotinamide.
- N-(4,4-Dimethyl-1-oxo-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-(4-tert-Butyl-phenyl)-2-((2-[2-(1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl)-amino)-nicotinamide;
- 10 N-(3-tert-Butyl-isoxazol-5-yl)-2-((2-[2-(1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl)-amino)-nicotinamide;
- N-(3-trifluoromethylphenyl)-2-((2-[2-(1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl)-amino)-nicotinamide;
- 15 2-[(2,3-Dihydro-benzofuran-6-ylmethyl)-amino]-N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;
- (R) N-[3-(2-Hydroxy-3-pyrrolidin-1-yl-propoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- 20 (S) N-[3-(2-Hydroxy-3-pyrrolidin-1-yl-propoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-[4-tert-Butyl-3-(1-methyl-piperidin-4-ylmethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- 25 N-[3-(1-Methyl-piperidin-4-ylmethoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-[4-Pentafluoroethyl-3-(2-piperidin-1-yl-ethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- 30 N-[4-Trifluoromethyl-3-(2-piperidin-1-yl-ethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- (S) N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

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- (R) N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-4-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- (R) N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- 5 N-(4-tert-Butyl-phenyl)-2-{{2-(1-methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl}-amino}-nicotinamide; N-(3-Trifluoromethyl-phenyl)-2-{{2-(1-methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl}-amino}-nicotinamide;
- 10 Cu) N-(3-tert-Butyl-isoxazol-5-yl)-2-{{2-(1-methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl}-amino}-nicotinamide was prepared with pyridine and TEA at 90C.
- N-[3-(3-Piperidin-1-yl-propyl)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide ;
- 15 N-[3-(3-Morpholin-4-yl-propyl)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- 2-[2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-Boc-piperidin-4-yloxy)-5-trifluoromethyl-phenyl]-nicotinamide;
- 20 N-{4-tert-Butyl-3-[2-(1-Boc-piperidin-4-yl)-ethyl]-phenyl}-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide ;
- N-[4-tert-Butyl-3-(1-methyl-azetidin-3-ylmethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-(3,3-Dimethyl-1,1-dioxo-2,3-dihydro-1H-1λ-
- 25 benzo[d]isothiazol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-[1,1,4,4-Tetramethyl-1,2,3,4-tetrahydro-naphth-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-{4-[1-Methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl}-2-
- 30 [(pyridin-4-ylmethyl)-amino]-nicotinamide;
- 2-[2-Methoxy-pyridin-4-ylmethyl)-amino]-N-{4-[1-methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl}-nicotinamide;
- N-(3,3-Dimethyl-2,3-dihydro-benzofuran-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

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- N-(3,3-Dimethyl-2,3-dihydro-1H-indol-6-yl)-2-({2-[2-(1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-nicotinamide;
- 5 N-(2,2-Dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-(3,3-Dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{{2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl}-amino}-
- 10 nicotinamide;
- N-(3,3-Dimethyl-1-piperidin-4-yl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-({2-[2-(1-methyl-pyrrolidin-2-yl)-ethylamino]-pyrimidin-4-ylmethyl}-amino)-nicotinamide;
- 15 N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;
- N-[3,3-Dimethyl-1-(piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-
- 20 nicotinamide;
- N-(3,3-Dimethyl-1-piperidin-4-yl-2,3-dihydro-1H-indol-6-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;
- 2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(piperidin-4-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;
- 25 N-[3,3-Dimethyl-1-(pyrrolidin-2-ylmethoxy)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;
- 2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(piperazin-1-ylmethyl)-5-trifluoromethyl-phenyl]-nicotinamide;
- 30 N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{{2-(2-morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl}-amino}-nicotinamide;

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N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{[2-(2-morpholin-4-yl-propoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

2-([2-(Azetidin-3-yloxy)-pyridin-4-ylmethyl]-amino)-N-(4-tert-butyl-phenyl)nicotinamide;

N-(2,3,3-Trimethyl-1,1-dioxo-2,3-dihydro-1H-1λ-  
benzo[d]isothiazol-6-yl)-2-[(pyridin-4-ylmethyl)-  
amino]-benzamide;

N-[3,3-Dimethyl-1,1-dioxo-2-(2-piperidin-1-yl-ethyl)-2,3-dihydro-1H-1λ'-benzo[d]isothiazol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide; and

N-[2-(2-Dimethylamino-ethyl)-3,3-dimethyl-1,1-dioxo-2,3-dihydro-1H-1λ'-benzo[d]isothiazol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide.

56. Compound of Claim 1 wherein ring A is selected from dihydropyran, dihydrothienyl, dihydrofuryl, oxo-dihydrofuryl, pyrrolinyl, dihydrothiazolyl, dihydro-oxazolyl, dihydro-isothiazolyl, dihydro-isoxazolyl, imidazolinyl, pyrazolinyl, triazinyl, thienyl, furanyl, pyrrolyl, thiazolyl, oxazolyl, imidazolyl, pyrazolyl, isoxazolyl, triazolyl and isothiazolyl.

57. Compound of Claim 1 wherein R is selected from substituted or unsubstituted, saturated or partially saturated 5-6 membered heterocyclyl, and substituted or unsubstituted saturated or partially saturated fused 9-, 10- or 11-membered heterocyclyl.

58. Compound of Claim 1 wherein R<sup>1</sup> is selected from

- a) substituted or unsubstituted saturated or partially saturated 5-6 membered heterocyclyl, and
- b) substituted or unsubstituted saturated or partially saturated 9-11 membered fused heterocyclyl.

59. Compound of Claim 58 wherein A is pyridyl.

60. Compound of Claim 1 wherein R<sup>1</sup> is selected from non-nitrogen-containing heteroaryl.

61. Compound of Claim 60 wherein R<sup>1</sup> is selected from pyranyl, furyl, thienyl, benzofuryl, and benzothienyl.

62. Compound of Claim 1 wherein R<sup>1</sup> is substituted with a substituent selected from -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CONHR<sup>3</sup>, -COR<sup>3</sup>, -NHR<sup>3</sup>, -SO<sub>2</sub>NHR<sup>3</sup>, -NHC(O)OR<sup>3</sup>, -NHC(O)R<sup>3</sup> and optionally substituted 5-6 membered heterocyclyl-C<sub>1</sub>-C<sub>2</sub>-alkylenyl; and wherein R<sup>3</sup> is selected from 5-6 membered heterocyclyl.